

2924322

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

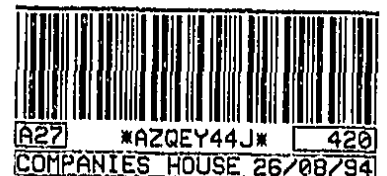
and

ARTICLES OF ASSOCIATION

OF

ASDA TRUSTEES (NOMINEE) LIMITED

BOOTH CO.
SHEPHERD PURVIS



Company No 2924322

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ASDA TRUSTEES (NOMINEE) LIMITED

1. The company's name is "Asda Trustees (Nominee) Limited"*.
2. The company's registered office is to be situated in England and Wales.
3. The company's objects are:
 - (a) To acquire and hold, either as custodian trustee, nominee agent or trustee or for itself and generally to sell, exchange or otherwise dispose of, manage, develop, deal with and turn to account, real and personal property of all kinds whatsoever and any interest therein, and exercise or concur in exercising any rights and powers available to holders or owners thereof, and in particular as regards lands, buildings, business concerns and undertakings and any claims against such real and personal property, or against any person, firm or corporate body or authority.
 - (b) To carry on any other trade or business which in the opinion of the directors is capable of being advantageously carried on in connection with or ancillary to the objects specified in clause 3(a) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the company or to otherwise advance the interests of the company and its members.
 - (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, copyrights, design rights, designs, trade marks, inventions, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the company's objects.

* formerly known as "Sovco 568 Limited" and changed to its present name by a written resolution dated 14 July 1994

- (d) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, houses, flats, shops, stores, factories, offices, 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 above.
- (e) To borrow or raise money with or without security in such manner as the company shall think fit and in particular by the issue of debenture or debenture stock charged upon all or any of the company's property, both present and future including all its uncalled capital for the time being, and to re-issue any debentures at any time paid off, and for the purposes of or in connection with the borrowing or raising of money by the company to become a member of any building society.
- (f) For the purposes of or in connection with the business of the company and in particular for the purpose of securing the repayment of any monies borrowed or the performance of any obligation or liability undertaken or binding on the company to mortgage and charge the undertaking and all or any of the real and personal property and assets, 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, privileges and conditions as may be thought fit, 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 assurances.
- (g) To receive money on deposit or loan upon such terms as the company may approve.
- (h) To lend and advance money or give credit to any company, firm or person with or without security and on such terms as the company may approve and either with or without the company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by way of indemnity 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 all three such methods, the performance of the contracts or obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the company's holding or subsidiary company or otherwise associated with the company in business.
- (i) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or

emoluments to any persons who are or were at any time in the employment or service of the company, or any of its predecessors in business or of any company which is for the time being the company's holding or subsidiary company or otherwise associated with the company in business or who are or were at any time directors or officers of the company or of any such other company or business as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the company or of any such other company or business as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object; and to establish, set up, support and maintain share purchase schemes or profit sharing schemes for the benefit of any employees of the company, or of any company which is for the time being the company's holding or subsidiary company and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

- (j) To draw, make, accept, endorse, negotiate, discount and execute cheques, promissory notes, bills of exchange, debentures and other negotiable or transferable instruments.
- (k) To invest and deal with the moneys of the company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (l) To pay for any property or rights acquired by the company, or for any services rendered to the company or for any obligation or liability undertaken or agreed to be undertaken by the company either in cash or fully or partly paid-up shares with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the company has power to issue, or partly in one mode and partly in another, and generally on such terms as the company may determine.
- (m) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, 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 shares, stock or securities so acquired.
- (n) To enter into any partnership, syndicate, joint-venture or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or

person carrying on or proposing to carry on any business within the objects of this company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee with or without security the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

- (o) To carry on the business of a holding company in all its branches and to establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and 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 acquire and hold or dispose of shares, stock or securities and guarantee with or without security the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (p) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this company is authorised to carry on or possessed of property suitable for the purposes of the company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company and to pay cash or to issue any shares, stocks debentures or debenture stock in the company in consideration for such purchase or acquisition.
- (q) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, options, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the company for such consideration as the company may think fit.
- (r) To amalgamate with any other company whose objects are or include objects similar to those of this company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding-up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (s) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures, units or other securities of any other company.
- (t) To distribute among the members in specie by dividend or bonus or by way of reduction of capital any property of the company, or any proceeds of sale or disposal of any property of the

company, 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.

- (u) To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the company or the company's holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the company or the company's Holding company as may be lawful.
- (v) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (w) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

- 4. The liability of the members is limited.
- 5. The company's share capital is £100 divided into 100 Ordinary shares of £1.00 each.

I, the subscriber to this memorandum of association, wish to be formed into a company pursuant to this memorandum: and I agree to take the number of shares shown opposite my name below

NAME AND ADDRESS OF SUBSCRIBER	Number of shares taken by each Subscriber
Sovshelfco (Formations) Limited PO Box 8 Sovereign House South Parade Leeds LS1 1HQ (duly authorised on its behalf)	1 (one)
Total Shares taken	1 (one)

Dated the

Witness to the above signature:-

Malcolm John Brown
Booth & Co.
PO Box 8
Sovereign House
South Parade
Leeds LS1 1HQ

Company No 2924322

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

*ASDA TRUSTEES (NOMINEE) LIMITED

Preliminary and interpretation

1. In these articles:

(a) "Table A" means Table A of The Companies (Tables A to F) Regulations 1985, as amended by The Companies (Tables A to F) (Amendment) regulations 1985,

(b) references to a "regulation" are to a regulation in Table A,

(c) references to an "Article" are to a provision of these articles,

(d) references to "the Act" are to the Companies Act 1985,

(e) words and phrases used in these articles shall have the meanings ascribed to them in or by virtue of Table A.

2. The regulations in Table A shall apply to the company, except where they are excluded or modified by these articles and, together with these articles, they shall constitute the articles of the company.

SHARE CAPITAL

3. Subject to the Act, unissued shares in the company shall be under the control of the directors and the directors may offer, allot, grant options over, or otherwise deal with or dispose of unissued shares in the company to such persons and generally on such terms, in such manner and at such times as they may determine.

4. Section 89(1) of the Act shall not apply to the company.

*formerly known as "Sovco (568) Limited" and changed to its present name by a written resolution dated 14 July 1994

LIEN

5. The lien conferred by regulation 8 shall attach also to fully paid shares, and the company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any member, whether he is their sole registered holder or is one of two or more joint holders, for all money presently payable by him or his estate to the company. Regulation 8 shall be modified accordingly.

TRANSFER OF SHARES

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

PURCHASE OF OWN SHARES

7. Subject to 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 to such resolution, 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 in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the Act, the company may agree to the variation of any contract entered into pursuant to this article and to release any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in these 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 shall not apply to the company.

NOTICE OF GENERAL MEETINGS

8. Notice of any general meeting need not be given to any director in that capacity. Regulation 38 shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

9. A poll may be demanded at any general meeting by any member entitled to vote at the meeting. Regulation 46 shall be modified accordingly.

VOTES OF MEMBERS

10. A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.

DELEGATION OF DIRECTORS' POWERS

11. The directors may delegate any of their powers to committees consisting of such persons, whether directors or not, as they think fit. Regulation 72 shall be modified accordingly.

NUMBER OF DIRECTORS

12. Unless and until the company in general meeting shall otherwise determine, there shall not be any limitation as to the number of directors. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these articles or Table A. Regulations 64 and 89 shall not apply to the company.

APPOINTMENT AND RETIREMENT OF DIRECTORS

13. The directors shall not be required to retire by rotation. Regulations 67 and 78 shall be modified accordingly. Regulations 73 to 77 inclusive, the second and third sentences of regulation 79 and the last sentence of regulation 84 shall not apply to the company.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

14. Regulation 81(c) shall be amended to read as follows:

"he is, or may be, suffering from mental disorder as defined by section 1(2) Mental Health act 1983 or, in Scotland, an application for his admission to hospital is made under the Mental health (Scotland) Act 1960, or he is, or may be, suffering from any other illness or injury and in any such case the directors resolve that he is incapable of properly exercising his functions as a director by reason of that fact."

GRATUITIES AND PENSIONS

15. The directors may, on behalf of the company, exercise all the powers of the company to provide benefits, whether 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 any relation, connection or dependant 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 subsidiary 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 the members for any benefit permitted by 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 shall not apply to the company.

PROCEEDINGS OF DIRECTORS

16. 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 or of any committee of the directors in accordance with that section. Subject where applicable to such disclosure a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company and regulations 94 and 95 shall not apply to the company.

17. If one or more directors are communicating with one or more directors by telephone, television or a similar audio visual communications system, and each such director so agrees, then, subject to the Act and the other provisions of these articles, those communications may be treated as a valid meeting of directors at which each such director is present.

NOTICES

18. Any notices to be given pursuant to these articles may be given by telex or facsimile transmission to the telex or facsimile number maintained at the relevant address of the addressee. Such a notice shall be conclusively deemed to have been properly given at the time shown on the answerback or transmission report received by the sender.

19. Any notice or other document delivered to or left at a registered address otherwise than by post shall be deemed to have been given at the time it was so delivered or left.

INDEMNITY

20. Subject to the provisions of the Act, but without prejudice to any other indemnity to which the person concerned may otherwise be entitled, every director, auditor, secretary or other officer of the company shall be indemnified out of the assets of the company against all cost, charges, losses, expenses and liabilities incurred by him in relation to the execution and discharge of the duties of such office. Regulation 118 shall be extended accordingly.

NAME AND ADDRESS OF THE SUBSCRIBER

Sovshelfco (Formations) Limited PO Box 8 Sovereign House South Parade Leeds LS1 1HQ

Dated the

Witness to the above signature:-

Malcolm John Brown
Booth & Co.
PO Box 8
Sovereign House
South Parade
Leeds LS1 1HQ