



*Companies House*  
— for the record —

**AR01** (ef)

**Annual Return**



XWY8AL4Y

Received for filing in Electronic Format on the: **24/06/2010**

---

*Company Name:* **UNDERSHAFT (NO. 13) LIMITED**

*Company Number:* **03573271**

*Date of this return:* **01/06/2010**

*SIC codes:* **7415**

*Company Type:* **Private company limited by shares**

*Situation of Registered Office:* **8 SURREY STREET  
NORWICH  
NORFOLK  
NR1 3NG**

**Officers of the company**

## *Company Secretary 1*

*Type:* **Corporate**

*Name:* **AVIVA COMPANY SECRETARIAL SERVICES LIMITED**

*Registered or principal address:* **ST HELEN'S 1 UNDERSHAFT  
LONDON  
UNITED KINGDOM  
EC3P 3DQ**

## *European Economic Area (EEA) Company*

*Register Location:* **ENGLAND**

*Registration Number:* **2084205**

*Consented to Act:* **Y** *Date authorised:* *Authenticated:* **YES**

---

## *Company Director 1*

*Type:* **Person**

*Full forename(s):* **MR DAVID ROWLEY**

*Surname:* **ROSE**

*Former names:*

*Service Address recorded as Company's registered office*

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **18/03/1950** *Nationality:* **BRITISH**

*Occupation:* **INSURANCE COMPANY  
OFFICIAL**

---

*Company Director*      **2**

*Type:*                              **Person**

*Full forename(s):*              **MS ALISON LOUISE**

*Surname:*                      **WILFORD**

*Former names:*

*Service Address recorded as Company's registered office*

*Country/State Usually Resident:*   **UNITED KINGDOM**

*Date of Birth:*   **14/02/1965**                      *Nationality:*   **BRITISH**

*Occupation:*    **INSURANCE COMPANY**  
                         **OFFICIAL**

---

# Statement of Capital (Share Capital)

<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>3000200000</b>
<i>Currency</i>		<i>Aggregate nominal value</i>	<b>30002000</b>
	<b>GBP</b>	<i>Amount paid</i>	<b>1</b>
		<i>Amount unpaid</i>	<b>0</b>

## *Prescribed particulars*

INCOME - IF THE BOARD SHALL RECOMMEND AND RESOLVE TO PAY A DIVIDEND IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY, SUCH DIVIDEND SHALL BE PAID TO THE HOLDERS OF THE ORDINARY SHARES AND A ORDINARY SHARES PARI PASSU (AS THOUGH THE SAME CONSTITUTED ONE CLASS) PROVIDED THAT ANY SUCH DIVIDEND SHALL FIRST BE PAID TO THE HOLDERS OF THE A ORDINARY SHARES. CAPITAL - ON A RETURN OF ASSETS WHETHER IN A WINDING-UP OR REDUCTION OF CAPITAL OR OTHERWISE (EXCEPT IN THE CASE OF THE REDEMPTION OF SHARES OF ANY CLASS OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES) THE ASSETS AND RETAINED PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS SHALL BE APPLIED AS FOLLOWS:- FIRSTLY IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES THE AMOUNTS PAID UP THEREON (INCLUDING ANY PREMIUM AND ARREARS AND/OR ACCRUALS OF DIVIDENDS); SECONDLY IN PAYING TO THE HOLDERS OF THE ORDINARY SHARES THE AMOUNTS PAID UP THEREON (INCLUDING ANY PREMIUM AND/OR ACCRUALS OF DIVIDENDS); AND THEREAFTER IN DISTRIBUTING THE BALANCE OF SUCH ASSETS AND RETAINED PROFITS AMONGST THE ORDINARY SHAREHOLDERS AND THE A ORDINARY SHAREHOLDERS (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) IN PROPORTION TO THE AMOUNTS PAID UP OR CREDITED AS PAID UP ON THE ORDINARY SHARES AND A ORDINARY SHARES HELD BY THEM RESPECTIVELY. VOTING - THE ORDINARY SHARES AND THE A ORDINARY SHARES SHALL CONFER ON THE HOLDERS THEREOF (IN THAT CAPACITY) THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY. CONSENT OF SHAREHOLDERS - SO LONG AS ANY A ORDINARY SHARES OR ORDINARY SHARES REMAIN OUTSTANDING THE COMPANY SHALL PROCURE THAT NONE OF THE FOLLOWING ACTS SHALL BE CARRIED OUT WITHOUT THE CONSENT OR SANCTION IN WRITING OF THE HOLDERS OF NOT LESS THAN 75% OF THE ISSUED A ORDINARY SHARES OR ORDINARY SHARES (AS THE CASE MAY BE) PROVIDED THAT ANY OF THE FOLLOWING ACTS MAY BE CARRIED OUT WITHOUT SUCH CONSENT IF SUCH ACTS OR ANY OF THEM ARE NECESSARY IN ORDER TO FACILITATE A FURTHER INVESTMENT IN THE COMPANY OR TO REFINANCE OR RESTRUCTURE OR REORGANISE THE COMPANY (TO THE EXTENT ONLY TO WHICH IT IS IN THE REASONABLE OPINION OF THE HSBC DIRECTORS NECESSARY TO PROTECT THE INVESTMENTS MADE BY THE INVESTORS EN THE COMPANY): THE VARIATION OF THE AUTHORISED OR ISSUED SHARE CAPITAL OF THE COMPANY OR ANY SUBSIDIARY UNDERTAKING (OTHER THAN A WHOLLY OWNED SUBSIDIARY UNDERTAKING) OR THE CREATION OR THE GRANTING OF ANY OPTION OR OTHER RIGHT TO SUBSCRIBE FOR SHARES OR CONVERT INTO SHARES IN THE CAPITAL OF THE COMPANY OR ANY SUBSIDIARY UNDERTAKING (OTHER THAN A WHOLLY OWNED SUBSIDIARY UNDERTAKING); OR THE VARIATION OF THE RIGHTS ATTACHING TO SHARES IN THE CAPITAL OF THE COMPANY OR ANY SUBSIDIARY UNDERTAKING (OTHER THAN A WHOLLY OWNED SUBSIDIARY UNDERTAKING); THE ALTERATION OF THE MEMORANDUM OR ARTICLES OF ASSOCIATION OF THE COMPANY; THE REDUCTION OF THE COMPANY'S SHARE CAPITAL, SHARE PREMIUM ACCOUNT, CAPITAL REDEMPTION RESERVE OR ANY OTHER RESERVE; THE REDUCTION OF ANY UNCALLED LIABILITY IN RESPECT OF PARTLY PAID SHARES OF THE COMPANY; THE TAKING OF STEPS TO WIND UP OR DISSOLVE THE COMPANY; ANY MATERIAL CHANGE IN THE NATURE OF THE BUSINESS OF THE COMPANY OR ANY SUBSIDIARY UNDERTAKING OR ANY DISPOSAL OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE BUSINESS AND UNDERTAKING OF THE COMPANY.

<b>Class of shares</b>	<b>ORDINARY A</b>	<i>Number allotted</i>	<b>374130</b>
<i>Currency</i>		<i>Aggregate nominal value</i>	<b>3741.3</b>
	<b>GBP</b>	<i>Amount paid</i>	<b>1</b>
		<i>Amount unpaid</i>	<b>0</b>
<i>Prescribed particulars</i>	<p>INCOME - IF THE BOARD SHALL RECOMMEND AND RESOLVE TO PAY A DIVIDEND IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY, SUCH DIVIDEND SHALL BE PAID TO THE HOLDERS OF THE ORDINARY SHARES AND A ORDINARY SHARES PARI PASSU (AS THOUGH THE SAME CONSTITUTED ONE CLASS) PROVIDED THAT ANY SUCH DIVIDEND SHALL FIRST BE PAID TO THE HOLDERS OF THE A ORDINARY SHARES. CAPITAL - ON A RETURN OF ASSETS WHETHER IN A WINDING-UP OR REDUCTION OF CAPITAL OR OTHERWISE (EXCEPT IN THE CASE OF THE REDEMPTION OF SHARES OF ANY CLASS OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES) THE ASSETS AND RETAINED PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS SHALL BE APPLIED AS FOLLOWS:- FIRSTLY IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES THE AMOUNTS PAID UP THEREON (INCLUDING ANY PREMIUM AND ARREARS AND/OR ACCRUALS OF DIVIDENDS); SECONDLY IN PAYING TO THE HOLDERS OF THE ORDINARY SHARES THE AMOUNTS PAID UP THEREON (INCLUDING ANY PREMIUM AND/OR ACCRUALS OF DIVIDENDS); AND THEREAFTER IN DISTRIBUTING THE BALANCE OF SUCH ASSETS AND RETAINED PROFITS AMONGST THE ORDINARY SHAREHOLDERS AND THE A ORDINARY SHAREHOLDERS (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) IN PROPORTION TO THE AMOUNTS PAID UP OR CREDITED AS PAID UP ON THE ORDINARY SHARES AND A ORDINARY SHARES HELD BY THEM RESPECTIVELY. VOTING - THE ORDINARY SHARES AND THE A ORDINARY SHARES SHALL CONFER ON THE HOLDERS THEREOF (IN THAT CAPACITY) THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY. CONSENT OF SHAREHOLDERS - SO LONG AS ANY A ORDINARY SHARES OR ORDINARY SHARES REMAIN OUTSTANDING THE COMPANY SHALL PROCURE THAT NONE OF THE FOLLOWING ACTS SHALL BE CARRIED OUT WITHOUT THE CONSENT OR SANCTION IN WRITING OF THE HOLDERS OF NOT LESS THAN 75% OF THE ISSUED A ORDINARY SHARES OR ORDINARY SHARES (AS THE CASE MAY BE) PROVIDED THAT ANY OF THE FOLLOWING ACTS MAY BE CARRIED OUT WITHOUT SUCH CONSENT IF SUCH ACTS OR ANY OF THEM ARE NECESSARY IN ORDER TO FACILITATE A FURTHER INVESTMENT IN THE COMPANY OR TO REFINANCE OR RESTRUCTURE OR REORGANISE THE COMPANY (TO THE EXTENT ONLY TO WHICH IT IS IN THE REASONABLE OPINION OF THE HSBC DIRECTORS NECESSARY TO PROTECT THE INVESTMENTS MADE BY THE INVESTORS EN THE COMPANY): THE VARIATION OF THE AUTHORISED OR ISSUED SHARE CAPITAL OF THE COMPANY OR ANY SUBSIDIARY UNDERTAKING (OTHER THAN A WHOLLY OWNED SUBSIDIARY UNDERTAKING) OR THE CREATION OR THE GRANTING OF ANY OPTION OR OTHER RIGHT TO SUBSCRIBE FOR SHARES OR CONVERT INTO SHARES IN THE CAPITAL OF THE COMPANY OR ANY SUBSIDIARY UNDERTAKING (OTHER THAN A WHOLLY OWNED SUBSIDIARY UNDERTAKING); OR THE VARIATION OF THE RIGHTS ATTACHING TO SHARES IN THE CAPITAL OF THE COMPANY OR ANY SUBSIDIARY UNDERTAKING (OTHER THAN A WHOLLY OWNED SUBSIDIARY UNDERTAKING); THE ALTERATION OF THE MEMORANDUM OR ARTICLES OF ASSOCIATION OF THE COMPANY; THE REDUCTION OF THE COMPANY'S SHARE CAPITAL, SHARE PREMIUM ACCOUNT, CAPITAL REDEMPTION RESERVE OR ANY OTHER RESERVE; THE REDUCTION OF ANY UNCALLED LIABILITY IN RESPECT OF PARTLY PAID SHARES OF THE COMPANY; THE TAKING OF STEPS TO WIND UP OR DISSOLVE THE COMPANY; ANY MATERIAL CHANGE IN THE NATURE OF THE BUSINESS OF THE COMPANY OR ANY SUBSIDIARY UNDERTAKING OR ANY DISPOSAL OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE BUSINESS AND UNDERTAKING OF THE COMPANY.</p>		

---

## Statement of Capital (Totals)

<i>Currency</i>	<b>GBP</b>	<i>Total number of shares</i>	<b>3000574130</b>
		<i>Total aggregate nominal value</i>	<b>30005741.3</b>

---

### *Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 01/06/2010 or that had ceased to be shareholders since the made up date of the previous Annual Return

*A full list of shareholders for a private or non-traded public company are shown below*

*Shareholding* : 1

**3000200000 ORDINARY Shares held as at 01/06/2010**

*Name:* **RAC PLC**

*Address:*

---

*Shareholding* : 2

**374130 ORDINARY A Shares held as at 01/06/2010**

*Name:* **RAC PLC**

*Address:*

---

### *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.