FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 6401455

The Registrar of Companies for England and Wales hereby certifies that ACRAMAN (462) LIMITED

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

Given at Companies House, Cardiff, the 17th October 2007



N06401455C









Please complete in typescript, or in bold black capitals

CHFP025

Declaration on application for registration

6401455

Company Name in full

Acraman (462) Limited

Peter Naylor

One Redcliff Street, Bristol BS1 65P of

† Please delete as appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the 1985 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 Statutory Declarations Act 1835

Declarant's signature

Declared at

Clarke Willmott, 1 Georges Square, Bath Street, Bristol

Month

Year

Please print name

before me 0

JALUBOWSKI

Signed

Date

DX 235 Edinburgh

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query

TLT LLP t/a TLT Solicitors

One Redcliff Street

Bristol BS1 6TP

Tel 0117 917 7777

DX number 7815

DX exchange Bristol

When you have completed and signed the form please send it to the Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland

16/10/2007

COMPANIES HOUSE

Laserform International 12/99



Please complete in typescript, or in bold black capitals

CHFP025

First directors and secretary and intended	situation of
registered office	

otes on completion appear on final page			
Company Name in full	Acraman (462) Limited		
Proposed Registered Office	One Redcliff Street		
(PO Box numbers only, are not acceptable)			
Post town	BRISTOL		
County / Region		Postcode	BS1 6TP
If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address	х		
Agent's Name	TLT Solicitors		
Address	One Redcliff Street		
Post town	BRISTOL		· .
County / Region		Postcode	BS1 6TP

Number of continuation sheets attached

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form The contact information that you give will be visible to searchers of the public record

TLT LLP t/a TLT Solicitors

One Redcliff Street

Bristol

BS1 6TP

Tel 0117 917 7777

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16/10/2007 **COMPANIES HOUSE**

CONTRACTION #/UJ

· ·							
Company Secretary (see notes 1-5)							
1	` Company name	Acraman (462) Limited					
	NAME *Style / Title	*Honours etc					
* Voluntary details	Forename(s)						
	Surname	TLT Secretaries Limited					
	Previous forename(s)						
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order	Previous surname(s)						
	Address ††	One Redcliff Street					
granted under section 723B of the Companies Act 1985							
otherwise, give your usual residential address. In the case	Post town	BRISTOL					
of a corporation or Scottish firm, give the	County / Region	Postcode BS1 6TP					
registered or principal office address	Country						
		I consent to act as secretary of the company named on page 1					
	Consent signature	FOR ARE ON BEHALF OF TLT, SECRETARIES LIMITED Date 24 8 07					
Directors (see n							
Please list director	s in alphabetical order						
	NAME *Style / Title	*Honours etc					
	Forename(s)						
	Surname	TLT Directors Limited					
	Previous forename(s)						
†† Tick this box if the address shown is a	Previous surname(s)						
service address for the beneficiary of a Confidentiality Order	Address tt	One Redcliff Street					
granted under section 723B of the	· []						
Companies Act 1985 otherwise, give your usual residential	Post town	BRISTOL					
address In the case of a corporation or Scottish firm, give the	County / Region	Postcode BS1 6TP					
registered or principal office address							
		Day Month Year					
	Date of birth	X X X X X X X X X X Nationality					
	Business occupation						
	Other directorships						
		I consent to act as director of the company named on page 1					
	Consent signature	FOR AND ON BRHALE OF TLT DIRECTOR LIMITED Date 24 807					

Please list director	see notes 1-5)	al amar							
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* Voluntary details		orename(s)							
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		Surname							
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†† Tick this box if the address shown is a	Address	††							
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registered or principa office address	il	Day	Month	Year					
	Date of birth						Nationa	lity	
	Business oc								
Other directorships									
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Consent signature							Date		
This section	n must be s	signed by							
an agent on of all subsc		Signed		TORS	BEHALF MITED	OF 1	TLT _	Date	24/8/07
Or the subs	cribers	Signed						Date	
(i e those who	on the	Signed						Date	
memorandu association)		Signed						Date	
		Signed						Date	
		Signed						Date	
		Signed						Date	

E



Company Limited by Shares

Memorandum of Association



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of

Acraman (462) Limited

- 1. The name of the Company is "Acraman (462) Limited"
- 2. The registered office of the Company will be situated in England
- The objects for which the Company is established are
- To carry on any of the businesses of manufactures, importers, exporters, wholesalers, retailers, distributors, agents, franchisees, brokers of and dealers in goods and products of every description; consultants, advisers, managers, agents and providers of every kind of financial, commercial, industrial and other services, warehouseman, hauliers, carriers, shippers, contractors, builders, printers, publishers, advertisers, dealers, repairers, maintainers, operators and hirers of motor and other vehicles and all kinds of machinery, plant, tools and other equipment
- 3 2 To act as a holding company and to carry on any business or activity which any subsidiary of the Company has power to carry on or if the Company becomes the subsidiary of any other company to carry on any business or activity which its holding company or any fellow subsidiary of the holding company has power to carry on and to acquire any business or activity carried on by any holding subsidiary or fellow subsidiary company and to continue any such business or activity if it should cease to be the holding or subsidiary company of any such company
- To purchase or otherwise acquire and/or to carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses or other objects of the Company
- To purchase or by any other means acquire and assume for any estate or interest whether freehold or leasehold legal or equitable and to take options over any property whatever, and any rights or privileges of any kind over or in respect of any property
- To apply for, register, 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, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect on the same, and to expand money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire
- To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the

\ \@\\ businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received

- To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, or turn to account, grant licences, options, right and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- 3.8 To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made
- To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyship of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner
- To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncancelled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- 3 11 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests
- 3 13 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company

- may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions
- 3.14 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government of authority, municipal, local or otherwise, in any part of the world
- 3.15 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company of companies.
- To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of 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 any such company as aforesaid.
- To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same
- 3 18 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts
- 3 19 To renumerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them off shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient
- To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company
- 3 21 To support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or

have served the Company, or any company which is a subsidiary of the company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business if the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons, to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants, and to set up, establish, support and maintain profit sharing or shares purchase schemes for the benefit of any of the employees of the company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained

- 3 22 To distribute among the Members of the company in kind any property of the Company of whatever nature
- 3 23 To procure the Company to be registered or recognised in any part of the world
- 3 24 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, subcontractors or otherwise and either alone or in conjunction with others
- 3 25 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, expect where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this clause except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere

- 4 The liability of the Members is limited.
- 5 The share capital of the Company is £100 divided into 100 shares of £1 each

We, the person whose name and address is subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we agree to take the number of shares in the capital of the Company set opposite our name

Names, Addresses and Descriptions of Subscribers

TLT Directors Limited One Redcliff Street **Bristol BS1 6TP**

For and on behalf of TLT Directors Limited

One

Dated this

day of August

2007

Witness to the above Signatures

Peter Naylor

One Redcliff Street Bristol BS1 6TP

Solicitor

THE COMPANIES ACTS 1985, 1989 and 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ACRAMAN (462) LIMITED

("the Company")

1 Preliminary

- 1.1 The Company is a private company and, subject as hereinafter provided and except where the same are varied or excluded by or inconsistent with these Articles, the Regulations contained or incorporated by reference in Table A in the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007/2008) and as otherwise amended prior to the adoption of these Articles) (such Table being hereinafter called "Table A") shall apply to the Company and shall be deemed to form part of these Articles. References herein contained to "Regulations" are to Regulations in Table A and references herein to "the Act" are references to the Companies Act 1985 unless otherwise stated
- In Articles 8 and 12 and "electronic" means actuated by electric, magnetic, electromagnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated

2 Share Capital

The share capital of the Company on incorporation is £100 divided into 100 Ordinary Shares of £1 each

3. Allotment of Shares

- 3 1 The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise any power to allot Ordinary Shares of £1 each (being relevant securities within the meaning of that Section) to such persons, on such terms and in such manner as they think fit, up to an aggregate nominal amount of the share capital of the Company on incorporation at any time or times during the period of one year from the date of the adoption of these Articles The authority contained in this Article shall extend to the allotment of such shares (within such limit) after the expiry of such period of one year pursuant to an offer or agreement so to do made by the Company within that period
- In accordance with Section 91 of the Act sub-section (1) of Section 89 and sub-sections (1) to (6) of Section 90 shall be excluded from applying to the Company

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4 Lien

The lien conferred by Regulation 8 shall attach also to fully paid up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid up or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders for all monies presently payable by him or his estate to the Company Furthermore, such lien shall extend to all amounts payable in respect of a share Regulation 8 shall be modified accordingly

5 Calls

The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 of the words "and all expenses that may have been incurred by the Company by reason of non-payment of the call"

6 Transfer of Shares

The Board may, in its absolute discretion, and without giving any reason therefor, decline to register a transfer of any share, whether or not it is a fully paid share Regulation 24 shall not apply to the Company

7 Transmission of Shares

The Directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with Regulation 31 shall be modified accordingly

8 Notices

- Without prejudice to regulations 112 to 116 inclusive in Table A the Company may give notice to a Member by electronic means provided that:
 - 8 1.1 the Member has given his consent in writing to receiving notice communicated by electronic means and in such consent has set out an address to which the notice shall be sent by electronic means, and
 - the electronic means used by the Company enables the Member concerned to read the text of the notice
- A notice given to a Member personally or in a form permitted by Article 8 1 above shall be deemed to be given on the earlier of the day on which it is delivered personally and the day on which it was despatched by electronic means, as the case may be
- Regulation 115 in Table A shall not apply to a notice delivered personally or in a form permitted by Article 8 1 above

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9 General Meetings and Resolutions

9 1 Regulation 41 shall be read and construed as if the words "and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved" were added at the end

10 Appointment of Directors

- 10 1 Regulation 64 shall not apply to the Company.
- The minimum number of Directors is one and, unless otherwise determined by ordinary resolution, the number of Directors is not subject to a maximum. A sole Director may exercise all the powers and discretions given to the Directors by these Articles and the Act
- 10 3 The Members may by Ordinary Resolution passed at any General Meeting of the Company appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director
- The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting and if not reappointed at such meeting, he shall vacate office at the conclusion thereof

11 Alternate Directors

- Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a resolution of the Directors and, at any time, to terminate such appointment Every appointment and removal of an alternate Director shall be in writing signed by the appointor
- An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.
- An alternate Director shall (subject to his giving to the Company address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of all General Meetings
- 11.4 The appointment of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such

- office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting
- A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director who he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present
- 11 6 Regulations 65 to 69 inclusive shall not apply to the Company

12 Board Meetings

- A person in communication by electronic means with the chairman and with all other parties to a meeting of the Directors or of a committee of the Directors shall be regarded for all purposes as personally attending such a meeting provided that but only for as long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means
- A meeting at which one or more of the Directors attends by electronic means is deemed to be held at such place as the Directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the Directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present.

13 Powers of Directors

- The quorum necessary for the transaction of the business of the Directors shall be two, except when there is only one Director When there is only one Director, he may exercise all the powers conferred on Directors by these Articles
- Subject to the provisions of the Act and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office
 - may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is in any way interested;
 - may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is in any way interested,
 - may, or any firm or company of which he is a principal may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested,

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- shall not, by reason of his office, be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit, and
- shall be entitled to vote and be counted in the quorum on any matter concerning Articles 13 2.1 to 13.2 4 above

13 3 For the purposes of this Article

- a general notice to the Directors that a Director is to be regarded as having an interest in a particular transaction or arrangement shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and to the extent specified in such general notice;
- an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his, and
- an interest of a person who is, for any purpose of the Act, connected with a Director shall be treated as an interest of the Director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without the prejudice to any interest which the alternate director has otherwise
- 13 4 Regulations 85, 86 and 94 to 96 inclusive shall not apply to the Company
- The Directors may exercise the powers of the Company conferred in the Memorandum to provide for pensions and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers Accordingly Regulation 87 in Table A shall not apply to the Company.

14 Disqualification of Directors

- 14.1 The office of a Director shall be vacated if.
 - he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director, or
 - he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs, or
 - 14 1 4 he resigns his office by notice to the Company
- 14.2 Regulation 81 shall not apply to the Company

15. Indemnity and Insurance

- 15.1 Subject to the provisions of and so far as may be permitted by law, every director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto, including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief if granted to him by the court Regulation 118 shall not apply
- The Company may purchase and maintain for any officer or auditor of the Company insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company

Name, Address and Descriptions of Subscriber

TLT DIRECTORS LIMITED

One Redcliff Street Bristol BS1 6TP

For and on behalf of TLT Directors Limited

Dated this 24th

day of August

2007

Witness to the above Signatures

Peter Naylor

One Redcliff Street Bristol BS1 6TP

Solicitor