



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

Company No. 266701

The Registrar of Companies for Scotland hereby certifies that

WEST REGISTER (REALISATIONS) LIMITED

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

Given at Companies House, Edinburgh, the 20th April 2004



NSC266701D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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



Please complete in typescript,
or in bold black capitals.

CHFP029

Declaration on application for registration

266701

Company Name in full

West Register (Realisations) Limited

I, Mark Craig

of 68 North Meggetland, Edinburgh, EH14 1XQ

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 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 Edinburgh

On Day Month Year
08 04 2004

① Please print name.

before me ① Hew Campbell

Signed

Date 08/04/2004

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

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.

Group Secretariat, 42 St Andrew Square, Edinburgh EH2 2YE

Yvonne McCubbin

Tel 0131 523 4251

DX number

DX exchange



Form revised June 1998

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

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Please complete in typescript,
or in bold black capitals.

CHFP029

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office****266701****Company Name in full**

West Register (Realisations) Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

42 St Andrew Square

Post town

Edinburgh

County / Region

Postcode

EH2 2YE

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.

Agent's Name

Address

Post town

County / Region

Postcode

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.

Group Secretariat, 42 St Andrew Square, Edinburgh, EH2 2YE

Yvonne McCubbin

Tel 0131 523 4251

DX number

DX exchange



Form April 2002

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

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name		West Register (Realisations) Limited		
NAME	*Style / Title		*Honours etc	
* Voluntary details	Forename(s)	Mark		
	Surname	Craig		
	Previous forename(s)			
	Previous surname(s)			
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address ††	68 North Meggetland		
	Post town	Edinburgh		
	County / Region		Postcode	EH14 1XQ
	Country	Scotland		
	Consent	I consent to act as secretary of the company named on page 1		
		Date	08/04/2004	

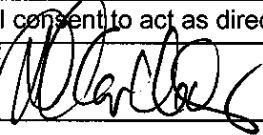
Directors (see notes 1-5)

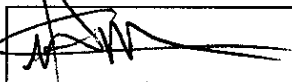
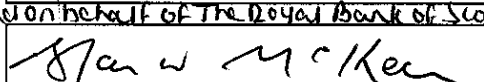
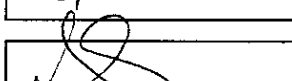
Please list directors in alphabetical order

NAME	*Style / Title		*Honours etc	
Forename(s)	Philip Andrew			
Surname	Carraro			
Previous forename(s)				
Previous surname(s)				
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address ††	70 Onslow Gardens		
	Post town	London		
	County / Region		Postcode	SW7 3QD
	Country	England		
	Date of birth	Day	Month	Year
	1 8	1 2	1 9 4 4	American
Business occupation	Bank Official			
Other directorships	68-70 Onslow Gardens Freehold Limited			
Consent signature	I consent to act as director of the company named on page 1			Date
	8/4/2004			

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text"/>		*Honours etc	<input type="text"/>					
	Forename(s)	<input type="text" value="David Edmund"/>								
	Surname	<input type="text" value="Cartledge"/>								
	Previous forename(s)	<input type="text"/>								
	Previous surname(s)	<input type="text"/>								
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address †	<input type="text" value="Raines Lodge"/>								
		<input type="text" value="Greenway"/>								
	Post town	<input type="text" value="Brentwood"/>								
	County / Region	<input type="text" value="Essex"/>	Postcode	<input type="text" value="CM13 2NR"/>						
	Country	<input type="text" value="England"/>								
Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td>1 3</td><td>1 1</td><td>1 9 4 6</td></tr></table>	Day	Month	Year	1 3	1 1	1 9 4 6	Nationality	<input type="text" value="British"/>	
Day	Month	Year								
1 3	1 1	1 9 4 6								
Business occupation	<input type="text" value="Bank Official"/>									
Other directorships	<input type="text" value="See continuation sheet"/>									
<input type="text"/>										
I consent to act as director of the company named on page 1										
Consent signature				Date	<input type="text" value="26 March '04"/>					

This section must be signed by
Eitheran agent on behalf
of all subscribers**Signed****Date****Or the subscribers**(i.e those who signed
as members on the
memorandum of
association).**Signed****Date****Signed**
*for and on behalf of The Royal Bank of Scotland plc***Date****Signed**
*for and on behalf of A.C. Head Office nominees limited***Date****Signed****Date****Signed****Date****Signed****Date**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,

- a parent company which wholly owned the company making the return,

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

Company Secretary (see notes 1-5)

Company name

West Register Creations Limited

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent**Date****Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

*Honours etc

Forename(s)

Rory Malcolm

Surname

Cullinan

Previous forename(s)

Previous surname(s)

Address ††

25 Oakwood Court

Abbotsbury Road

Post town

London

County / Region

Postcode

W14 8JU

Country

England

Day Month Year

Date of birth

2

4

1

0

1

9

5

9

Nationality

Irish

Business occupation

Bank Official

Other directorships

See continuation sheet

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

Consent signature**Date**

5/4/24

Company Secretary (see notes 1-5)

Company name

West Register (Realisations) Limited

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent**Date****Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

*Honours etc

Forename(s)

Mark Andrew

Surname

Lambert

Previous forename(s)

Previous surname(s)

Address ††

Owls Castle Cottage

Hog Hole Lane, Lamberhurst

Post town

Tunbridge Wells

County / Region

Postcode

TN13 8BN

Country

England

Day Month Year

Date of birth

0 2

0 3

1 9

6 6

Nationality

British

Business occupation

Bank Official

Other directorships

See continuation sheet

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

Consent signature

Mark Lambert

Date

8/4/2004

Company Secretary (see notes 1-5)Company name **West Register (Realisations) Limited****NAME** *Style / Title *Honours etc

* Voluntary details

Forename(s) Surname Previous forename(s) Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††☐Post town County / Region Postcode Country

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

Consent **Date** **Directors** (see notes 1-5)

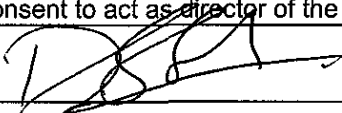
Please list directors in alphabetical order

NAME *Style / Title *Honours etc Forename(s) **Derek Stephen**Surname **Sach**Previous forename(s) Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††☐**Hattingley House, Hattingley Road****Medstead**Post town **Alton**County / Region **Hampshire** Postcode **GU34 5NQ**Country **England****Date of birth** Day Month Year **Nationality** **British****Business occupation** **Bank Official****Other directorships** **See continuation sheet**

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

Consent signature  **Date** **8/4/2004**

Company Secretary (see notes 1-5)

Company name		West Register (Realisations) Limited	
NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname			
Previous forename(s)			
Previous surname(s)			
Address ††			
Post town			
County / Region		Postcode	
Country			
I consent to act as secretary of the company named on page 1			
Consent		Date	

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
Forename(s)		Ernest Michael	
Surname		Sheavills	
Previous forename(s)			
Previous surname(s)			
Address ††		Coombe House	
		8 Westgarth Road, Colinton	
Post town		Edinburgh	
County / Region		Postcode	EH13 0BD
Country		Scotland	
Date of birth		Nationality	
Day Month Year		British	
1 7 0 8 1 9 4 8			
Business occupation		Bank Official	
Other directorships		British Council of Offices	
		The Edinburgh City Centre Management Company Limited	
I consent to act as director of the company named on page 1			
Consent signature		Date	30 - 3 01

Other relevant directorships

Company Number

--

Company Name

West Register (Realisations) Limited

Directors Name

David Edmund Cartledge

Other directorships

Bellevue (Clifton) Management Limited

Freshfields (Carnaby) Management Limited

Melrose Avenue Management Limited

Mill (Union Road) Management Limited

Shepherds Bush Management Limited

South Parade (Southsea) Management Limited

Turley Farm Management Company Limited

--

--

Other relevant directorships

Company Number

Company Name

West Register (Realisations) Limited

Directors Name

Rory Malcom Cullinan

Other directorships

Britax Group plc

Britax International Limited

Omega Warrington Limited

Seton House Acquisition LimitedSeton House Finance LimitedSeton House Group LimitedSeton House Holdings Limited

Southern Water (NR) Limited

Southern Water Capital Limited

Verdoso Holdings Limited

Other relevant directorships

Company Number

Company Name

West Register (Realisations) Limited

Directors Name

Mark Andrew Lambert

Other directorships

Freshfields (Carnby) Management Limited

Melrose Avenue Management Limited

Mill (Union Road) Management Limited

Roan House Management Limited

Ryecroft Place Management Association Limited[illegible]

[illegible]

Other relevant directorships

Company Number

--

Company Name

West Register (Realisations) Limited

Directors Name

Derek Stephen Sach

Other directorships

Associated British Ports Holdings PLC

London Chamber of Commerce and Industry

National Society for Epilepsy

--

--

--

--

--

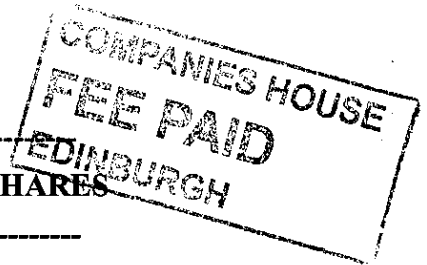
--

--

--

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

of

266701

WEST REGISTER (REALISATIONS) LIMITED

- I. The Company's name is West Register (Realisations) Limited.
- II. The Company's Registered Office is to be situated in Scotland.
- III. The Company's objects are:-
 - (1) To carry on in the United Kingdom and elsewhere all or any one or more of the following businesses, either in combination or separately:
 - (A) To carry on in any manner the Company think fit the business of general merchants, factors and dealers, and to manufacture, buy, sell and deal in, whether by wholesale or retail, commodities of all kinds.
 - (B) To design, engineer, manufacture, construct, extend, demolish, execute, carry out, equip, improve, work, purchase or otherwise acquire, lease, develop, administer, manage or control works and conveniences of all kinds wheresoever situate.
 - (C) To carry on business as shipowners and charterers, owners and operators of machinery, plant and equipment whether afloat or on land, marine surveyors, adjusters, insurance brokers and agents, civil engineers, shipping engineers and experts, ships husbands and managers, shipping and forwarding agents, packers, hauliers and cartage contractors, salvage, towage and dredging contractors, barge and boat owners, lightermen, shipbuilders and repairers, dock and



wharf proprietors and operators, quarry owners and operators, electrical, mechanical and general engineers and suppliers and installers of plant apparatus, modules and equipment of all kinds.

- (D) To act as proprietor or managers of hotels, restaurants, motels, cafes, taverns, public houses, refreshment rooms, caravans and camping sites.
- (E) To act as licensed victuallers, wine, beer and spirit merchants, brewers, malsters, distillers, importers and manufacturers of aerated mineral and artificial waters and other drinks, purveyors, caterers for public amusement generally, proprietors of motor and other vehicles, garage proprietors, livery-stables keepers, jobmasters, farmers, dairymen, ice merchants, importers and brokers of food, live and dead stock, hairdressers, perfumers, chemists, beauticians, proprietors of clubs, halls, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusement, recreation, sport, entertainment, and instructions of all kinds, tobacco and cigar merchants, travel agents and theatrical and box office proprietors.
- (F) To act as employment agents and to recruit, obtain and provide for the benefit of any incorporated or unincorporated body, firm or person, administrative and clerical staff, secretaries, typists and office staff of all descriptions and personnel of all descriptions for remunerative employment either by any such incorporated or unincorporated body, firm or person or under a subcontract by the Company from such incorporated or unincorporated body, firm or person.
- (G) To act as *general carriers, road hauliers, transport contractors, shippers, shipping and forwarding agents (whether by land, sea or air) and customs agents* and to convey, carry or transmit passengers, mails, live and dead stock and goods and merchandise of every description anywhere in the world, whether by land, sea or air.
- (H) To act as merchants and commission agents for the purchase and sale of, and to buy, sell and deal in wool, flax, yarn and cloth and all manmade fibres and articles made therefrom, live and dead stock,

timber, lumber, coal and animal, vegetable and mineral oils and their by-products.

- (2) To undertake and carry on any such other business which may seem to the Company capable of being conveniently carried on in connection with any of the above specified objects, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, and to conduct and carry on any part of the Company's business as a separate concern, and to employ in any such separate business any particular part of the Company's capital, and to keep separate part of the Company's business and so far as any separate part of the business is the business of an investment or trust company, or of a nature similar thereto, to receive and keep separate the dividends, income, profit, bonuses and advantages of every description from time to time payable or receivable in respect of the Company's investments, and to divide the excess of current receipts over current expenditure relating to such separate part without regard to any fixed capital that may be sunk or lost, or to the loss of capital in any other part of the Company's business.
- (3) To purchase, sell, feu, exchange, improve, grant securities over, rent, let on lease, hire, surrender, licence, accept surrenders of, and otherwise acquire and/or deal with any land or interest in land and other property of any tenure or description, and to erect, pull down, repair, alter, develop, hold or otherwise deal with any land or buildings and adapt the same for the purposes of the Company's business.
- (4) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein or likely to be required by customers or other persons having or about to have dealings with the Company.
- (5) To purchase or otherwise acquire all or part of the business or assets of any person, firm or company carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.

- (6) To sell, lease, exchange, surrender, or otherwise deal with the whole of the undertaking and assets of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for any shares (whether credited as partly or fully paid up or otherwise) debentures, or securities of any other company, and to divide such part or parts, as may be determined by the Company, of the purchase price, whether in cash, shares or other equivalent, which may at any time be received by the Company on a sale or other dealing with the whole or part of its property, estate, effects and rights, or as the result of any other transaction of the Company, amongst the members of the Company by way of dividend or bonus in proportion to their shares, or to the amount paid up on their shares, or otherwise to deal with this as the Company may determine.
- (7) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concessions or co-operation with any persons or company carrying on or proposing to carry on any business within the objects of this Company and to take or otherwise acquire and hold share or stock in, or securities of, and to subsidise or otherwise assist any such company, and to sell, hold, re-issue with or without guarantee, or otherwise deal with such shares or securities.
- (8) To promote or form any other company or companies for the purpose of acquiring all or any part of the property and liabilities of the Company for the time being, or for any other purpose which may seem directly or indirectly calculated to benefit the Company, and to pay or contribute towards the preliminary expenses of any such company or companies, or provide the whole or part of the capital thereof, or take shares therein, or lend money thereto upon debenture or otherwise.
- (9) To apply for and otherwise acquire any patents, brevets d'invention, concessions and the like conferring an exclusive or non-exclusive, or limited right to use any process or invention, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit this Company, and to work out, devise, develop, test, demonstrate, improve and perfect any such process or invention, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any such inventions, processes, brevets' d'invention, licences, concessions and the like, and the property, rights and information so acquired.

- (10) To lend money to such persons, upon such terms and subject to such conditions as may be desirable, and with or without security therefor.
- (11) To borrow or raise money or secure the payment of money or performance of obligations (whether by or of the Company or any other person) in such manner as the Directors shall think fit, and in particular by the granting of bonds, charges and rights in security and by the issue of debentures or debenture stock charged upon all or any of the Company's property both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (12) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds.
- (13) To pay for any property, rights, privileges or concessions acquired or agreed to be acquired by the Company, and generally to satisfy any payment due by, or obligations of, the Company, by the issue of shares of this or any other company credited as fully or partly paid up, or of debentures or other securities of this or any other company.
- (14) To draw, make, accept, endorse, negotiate, discount, buy, sell, deal in, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable or transferable instruments, securities or documents.
- (15) To purchase, subscribe for, or otherwise acquire and hold shares, stocks, debentures, debenture stocks, or other interests in, or obligations of any other company or corporation, and to invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (16) To remunerate any person or 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 the Company may be interested or propose to be interested, or in or about the conduct of the business of the Company whether by cash payments or the allotment of shares

or securities of the Company credited as paid up in full or in part, or otherwise.

- (17) To pay out of the funds of the Company all expenses which the Company may lawfully pay relating or incidental to the formation, registration and advertising of or raising money for the Company and the issue of its capital, or for contributing to or assisting any company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering of 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, debentures or debenture stock.
- (18) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and 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 a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families, relations and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interest and well-being of the Company or of any other company 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 do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (19) To remunerate any person or company rendering services to the Company, whether by cash payment or by allotment to him or them of shares, debentures, debenture stock, or other securities of the Company credited as paid up in full or in part or otherwise.
- (20) To redeem or purchase any shares or securities of the Company, and to distribute any of the assets of the Company among the members in specie

or shares or securities, either by way of dividend, or otherwise, but so that any redemption or purchase shall be in accordance with Part VIII of the Companies Act 1985 as amended or re-enacted and no distribution amounting to a reduction of capital may be made without the sanction of the Court when necessary.

- (21) To obtain any Provisional Order or Act of Parliament 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 purpose which may seem expedient, and to oppose any proceedings or applications which may seem likely directly or indirectly to prejudice the Company's interests.
- (22) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them in any part of the world, and either as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
- (23) To exercise all powers which would be available to the Company under Section 3A of the Companies Act 1985 if its object was to carry on business as a general commercial company.

AND IT IS HEREBY DECLARED THAT:-

- (i) The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership, firm or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere.
- (ii) In this clause, words denoting the singular number only shall include the plural and vice versa.
- (iii) The objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall not be limited or restricted (except whether otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of

the said paragraphs defined the objects of a separate and distinct company.

IV. The liability of the members is limited.

V. The Company's Share Capital is £1,000 divided into 1,000 shares of £1 each.

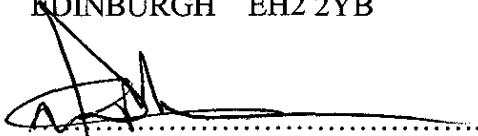
WE, the subscribers of this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum, and we agree to take the number of shares shown opposite our respective names.

Names and Addresses
of Subscribers

Number of Shares
by each Subscriber

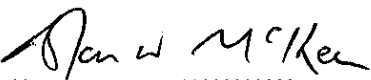
The Royal Bank of Scotland plc
36 St Andrew Square
EDINBURGH EH2 2YB

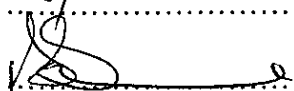
One


.....
For and on behalf of
The Royal Bank of Scotland plc

N.C. Head Office Nominees Limited
42 St Andrew Square
EDINBURGH EH2 2YE

One


.....Director


.....Director/Secretary

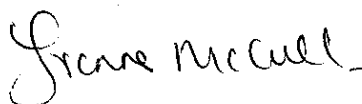
TOTAL SHARES TAKEN

Two

Dated 8 April 2004

WITNESS to the above signatures:-

YVONNE MCCUBBIN
42 ST ANDREW SQUARE
EDINBURGH EH2 2YE



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

266701

of

WEST REGISTER (REALISATIONS) LIMITED

PRELIMINARY

1. (A) The Regulations in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as that Schedule was in force on the date of adoption of these Articles (hereinafter called "Table A") shall apply to the Company save to the extent that they are excluded by or are inconsistent with any of these Articles.

(B) Regulations, 5, 8, 24, 26, 54, 64, 73 to 80 inclusive 81, 89, 94 to 98 inclusive and 118 of Table A shall not apply to the Company.

INTERPRETATION

2. Regulation 1 of Table A shall apply to these Articles as it applies to the Regulations in Table A.

SHARE CAPITAL

3. For the period of five years from the date of incorporation of the Company, all shares at the date of incorporation created and unissued (of whatever class) shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons (including any Director) on such terms and conditions and at such time or times as the Directors may think fit and the Directors may grant to any person or persons (including any Director) the right to subscribe for, or to convert any security

into, shares in the Company either at par or at a premium, and for such time and for such consideration as the Directors may think fit.

4. In accordance with Section 91 of the Act, Sections 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company.
5. The Company shall be entitled, but shall not be bound, to accept and, in case of acceptance, shall be entitled to record in such manner as it may think fit notices of any trusts in respect of any of the shares of the Company. Notwithstanding any such acceptance and/or the making of any such record, the Company shall not be bound to see to the execution, administration or observance of any trust, whether expressed, implied or constructive in respect of any shares of the Company and shall be entitled to recognise and give effect to the acts and deeds of the registered holders of such shares as if they were absolute owners thereof. For the purpose of this Article "trust" includes any right in respect of any shares of the Company other than an absolute right thereto in the registered holder thereof for the time being or such other rights in case of transmission thereof as are hereinafter mentioned.

LIEN

6. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) payable at a fixed time or called in respect of that share and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person or in the name of any person jointly with another or others for all monies presently payable by him or any of them or his estate or their estates to the Company. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable in respect of that share, whether by way of dividend or otherwise.

FORFEITURE OF SHARES

7. Regulation 18 of Table A is hereby modified by adding at the end of the first sentence thereof the following:-

"and all expenses that may have been incurred by the Company by reason of such non-payment."

TRANSFER OF SHARES

8. The Directors, may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

9. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result, of the show of hands a poll is demanded. Subject to the provisions of the Act, a poll may be demanded by any member present in person or by proxy.

VOTES OF MEMBERS

10. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative shall have one vote, and on a poll every member shall have one vote for every share of which he is the holder.

NUMBER OF DIRECTORS

11. The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of such determination there shall be no maximum number of Directors and the minimum number of Directors shall be two.

APPOINTMENT OF DIRECTORS

12. The Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
13. 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.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

14. The Office of a Director shall be vacated if:-

- (A) 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
- (B) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (C) he is, or may be, suffering from a mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or
 - (ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (D) he resigns his office by notice to the Company; or
- (E) if he is removed from office by notice in writing signed by all his co-Directors and served upon him; or
- (F) he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated.

PROCEEDINGS OF DIRECTORS

- 15. The quorum for the transaction of the business of the Directors shall be two. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum.
- 16. A Director may vote in respect of any contract or arrangement notwithstanding that he may be interested therein and if he does so he may be counted in the quorum at any meeting of the Directors at which any such contract or proposed contract or arrangement shall come before the meeting for consideration.

17. A resolution of which any Director has signified his approval by letter, cable, telex, telegram or facsimile message shall be as valid and effectual as a resolution in writing signed by that Director.
18. A meeting of the Directors or of a committee of the Directors may consist of a conference between Directors or members of the committee who are not all in one place but of whom each is able (directly or by telephonic, televisual or similar means of communication) to speak to each of the others and to be heard by each of the others simultaneously.

WINDING-UP

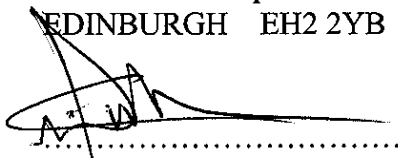
19. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the members in proportion to the number of shares held by them respectively; Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

INDEMNITY

20. Every Director or officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution or discharge of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in which the charge is found not proven or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution or discharge of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

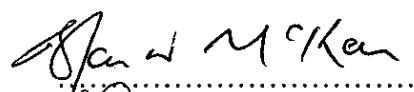
NAMES AND ADDRESSES OF SUBSCRIBERS

The Royal Bank of Scotland plc
36 St Andrew Square
EDINBURGH EH2 2YB



.....
For and on behalf of
The Royal Bank of Scotland plc

N.C. Head Office Nominees Limited
42 St Andrew Square
EDINBURGH EH2 2YE



.....Director



.....Director/Secretary

Dated 8 April 2004

WITNESS to the above signatures:-

Yvonne McCUBBIN
42 ST ANDREW SQUARE
EDINBURGH EH2 2YE

