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THE COMPANIES ACT 1948
COMPANY LIMITED BY SHARES

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Memorandum of Association

OF

MEMOREX U.K. LIMITED

1. The name of the Company is "MEMOREX PRECISION PRODUCTS LIMITED"*
 2. The Registered Office of the Company will be situate in England.
 3. The objects for which the Company is established are:
 - (a) (i) To manufacture, import, export and deal in magnetised tapes for use in analog and digital computers and in the recording of video and sound signals.
 - (ii) To manufacture, develop and deal in electronic, eletromechanical and chemical products of all kinds.
 - (iii) To carry on the business of import and export merchants general agents and factors and dealers in merchandise of all kinds.
- + (aa) To the extent that the same is permitted by law, to give financial assistance for the purpose of acquisition of shares in the Company or the

*At an E.G.M. held on the 21st day of April 1971 it was resolved that the name of the Company be changed by Special Resolution to Memorex U.K. Limited.

+ This Clause was inserted by Special Resolution dated the 28th day of July, 1987.



Company's holding company for the time being (as defined by Section 736 of the Companies Act 1985) and to give such assistance by any means howsoever permitted by law.

- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (f) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.

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- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (j)(j) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets both present and future wherever situate, including any uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment of the principal amounts of and premiums, interest and dividends and other amounts payable on any securities or indebtedness of whatever nature of any person, firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by section 154 of the Companies Act, 1948 or another subsidiary as defined by the said Section of the Company's holding company or a company which would had it been incorporated in England be such a subsidiary or otherwise associated with the Company in business.
- (k) To invest, lend or otherwise deal with unemployed moneys in such manner, and upon such terms, as may be thought fit and to vary investments.
- (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (m) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of

Company's holding company for the time being (as defined by Section 736 of the Companies Act 1985) and to give such assistance by any means howsoever permitted by law.

- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (f) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.

- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (j)(j) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets both present and future wherever situate, including any uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment of the principal amounts of and premiums, interest and dividends and other amounts payable on any securities or indebtedness of whatever nature of any person, firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by section 154 of the Companies Act, 1948 or another subsidiary as defined by the said Section of the Company's holding company or a company which would had it been incorporated in England be such a subsidiary or otherwise associated with the Company in business.
- (k) To invest, lend or otherwise deal with unemployed moneys in such manner, and upon such terms, as may be thought fit and to vary investments.
- (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (m) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of

lading, warrants and other negotiable transferable or mercantile instruments.

- (n) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing the whole or part of the shares or securities of such company.
- (o) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees of the Company, or their dependants or relatives, or for charitable purposes generally.
- (p) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit, and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (r) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.

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- (u) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for shares, debentures or other securities of other companies.
- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (y) The objects set forth in any sub-clause of this clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires, be deemed to be main objects of the Company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into One Hundred Shares of One Pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares, any of the shares in the original capital of the Company for the time being unissued, and any new Shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other Shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject

to such conditions and provisions as may from time to time be determined by the Company, and if at any time the capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table "A" in the First Schedule to the Companies Act 1948.*

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*By a written resolution dated the 11th day of August 1976 it was resolved that the nominal share capital of the Company be increased to £1,500,000 divided into one million five hundred thousand ordinary shares of one pound each.

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Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
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NIGEL NAWTON GRAHAM MAW, Stafford House, Norfolk Street, Strand W.C.2.	One
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Solicitor

JOHN KEITH OLDALE, Stafford House, Norfolk Street, Strand W.C.2.	One
---	-----

Solicitor

DATED the 9th day of November 1964

WITNESS to the above signatures:-

C.G. TANNER,
Stafford House,
Norfolk Street,
Strand W.C.2.

Legal Executive

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THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

MEMOREX U.K. LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations in Table "A" (Part I) in the First Schedule to the Companies Act 1948 shall apply to the Company, and such Table is hereinafter referred to as Table "A".

2. The Company is registered as a Private Company within the meaning of Section 28 of the Companies Act 1948, which is hereinafter referred to as "the Act", and accordingly:-

(A) The right to transfer Shares is restricted in manner hereinafter provided.

(B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that employment to be, Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single person.

(C) Any invitation to the Public to subscribe for any Shares or debentures of the Company is prohibited.

(D) The Company shall not have power to issue share warrants to bearer.

SHARES

3. Subject to the provisions of Clause 2 hereof the Shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions and either at a premium or at par as they think fit and with full power to give to any person the call of any Shares either at par or at a premium during such time and for such consideration as the Directors think fit.

LIEN

4. The Company shall have a lien on every Share whether fully paid or not, and whether registered in the name of one or more Members, and accordingly in Clause 11 of Table "A" the words "not being a fully paid Share" and "other than fully paid Shares" shall be omitted and the words "a single person" shall be deleted and the words "any Member, whether alone or jointly with other Members" shall be substituted therefor.

CALLS ON SHARES

5. In Clause 15 of Table "A" the words "provided that no call shall exceed one fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

TRANSFER OF SHARES

*6. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of shares, whether fully paid or not PROVIDED THAT notwithstanding any other provisions of these Articles the Directors shall not decline to register nor shall they suspend the registration of any transfer of shares to any person or persons by Morgan Guaranty Trust Company of New York or any successor agent(s) appointed pursuant to a Loan Agreement to be entered into between

- (i) the several companies listed in Schedule 1 thereto, as borrowers (together the "Borrowers");
- (ii) the several companies (including the Company) listed in Part 1 of Schedule 2 thereto, as guarantors;
- (iii) the banks and other financial institutions whose names are to be set out under the heading "Lenders" on the signature pages of the Loan Agreement, as providers; and

*The wording of this Article was amended by Special Resolution dated the 28th day of July, 1987.

(iv) Morgan Guaranty Trust Company of New York as agent

in connection with facilities in the aggregate principal amount of US\$250,000,000 or the equivalent in certain other currencies to be made available to the Borrowers. Regulations 23 and 24 of Table "A" shall not apply.

CONVERSION OF SHARES INTO STOCK

7. Clauses 40 to 43 inclusive of Table "A" shall not apply.

GENERAL MEETINGS

8. In Clause 49 of Table "A" the words "one Member" shall be substituted for the words "two Members".

PROCEEDINGS AT GENERAL MEETINGS

9. A Member or Members present in person or by proxy holding a majority in nominal value of the Ordinary Shares in the capital of the Company issued from time to time shall form a quorum and Clause 53 of Table "A" shall be modified accordingly.

10. One Member present in person or by proxy may demand a poll and Clause 58 of Table "A" shall be deemed to be altered and modified accordingly.

11. Subject to the provisions of the Act a Resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

DIRECTORS

12. Clause 75 of Table "A" shall not apply, and the following Clause shall be substituted therefor, viz:-

75. The number of the Directors shall be three, but the Company in General Meeting may reduce or increase this limit. The first Director shall be appointed by the subscribers hereto.

POWERS AND DUTIES OF DIRECTORS

*13. Regulation 79 in Table "A" shall not apply, and the following Clause shall be substituted therefor:-

*The wording of this Article was amended by Special Resolution dated the 28th day of July, 1987.

79. The Directors may exercise all the powers of the Company to borrow or raise money or to guarantee, to give indemnities and to mortgage or charge its undertaking, property, assets, rights and revenues and uncalled capital or any part thereof and to issue and create debentures, debenture stock, mortgages, charges and other securities as security for any indebtedness, liability or obligation of whatever nature of any person, firm or company including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by Section 736 of the Companies Act 1985) of the Company or the Company's holding company or otherwise associated with the Company.

DISQUALIFICATIONS OF DIRECTORS

14. Clause 88 of Table "A" shall not apply, and the following Clause shall be substituted therefor:-

88. The office of Director shall be vacated if the Director:-

- (A) Becomes bankrupt or suspends payment or compounds with his creditors.
- (B) Becomes prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act 1948.
- (C) Is found lunatic or becomes of unsound mind.
- (D) Is absent from Directors' meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office.
- (E) Resigns his office by notice in writing to the Company.

ROTATION OF DIRECTORS

15. Clause 89 of Table "A" shall not apply and the following Clause shall be substituted therefor:-

89. At the first Annual General Meeting of the Company and at the Annual General Meeting of the Company in every subsequent year all the Directors shall retire from office.

16. Clause 90 of Table "A" shall not apply.

PROCEEDINGS OF DIRECTORS

17. Clause 106 of Table "A" shall not apply, and the following Clause shall be substituted therefor:-

106. A resolution determined on without any meeting of Directors and evidenced by writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors or all the members of a Committee, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee, as the case may be.

INDEMNITY

18. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Section 205 of the Companies Act, 1948) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect so far as its provisions are not avoided by the said Section.

ACCOUNTS

19. The Directors may at any time require any person whose name is entered in the register of members of the Company to furnish them with any information supported (if the Directors so desire) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt private company within the meaning of Section 129 of the Companies Act 1948.

*FINANCIAL ASSISTANCE

20. Regulation 10 to Table "A" shall not apply to the Company.

* POWERS AND DUTIES OF DIRECTORS

21. A Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other entity in which the Company may have an interest. Notwithstanding such interest : Director may vote on any such contract or arrangement or on any matter in which he is interested and be included for the purpose of quorum at any meeting at which the same is considered and he may retain for his own benefit .

all profits and advantages accruing to him. Regulation 84(2)
of Table "A" shall be modified accordingly.

*These Articles were inserted by Special Resolution dated the
28th day of July, 1987.

Names, Addresses and Descriptions of Subscribers

NIGEL NAWTON GRAHAM MAW,
Stafford House,
Norfolk Street,
Strand W.C.2.

Solicitor

JOHN KEITH OLDALE,
Stafford House,
Norfolk Street,
Strand W.C.2.

Solicitor

DATED the 9th day of November 1964

WITNESS to the above Signatures:-

C.G. TANNER,
Stafford House,
Norfolk Street,
Strand W.C.2.

Legal Executive

COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of MEMOREX U.K. LIMITED

(Formerly known as Memorex Precision Products Limited. By a Special Resolution passed at an E.G.M. held on the 21st April, 1971 it was resolved that the name of the Company be changed to Memorex U.K. Limited.)

Incorporated the 19th November, 1964

Simmons & Simmons,
Solicitors,
14, Dominion Street,
London EC2M 2RJ

Ref. 5/F 84570/CPG/MDS