

Statement of first directors and secretary

This form should be completed in black	and intended situation of registered office		
Company name (in full)	CN for official use BULGARIAN ENGINEERING SERVICES LIMITED		
Registered office of the company on incorporation	Post Town OMAGH County/Region COUNTY TYRONE Postcode BT78 1PJ		
If the memorandum is delivered by an agent for the subscribers of the memorandum mark 'x' in the box opposite and give the agents name and address	X		
	Name SMALL FIRMS SERVICES LIMITED RA THE MERIDIAN, 4 COPTHALL HOUSE STATION SQUARE Post Town COVENTRY County/Region Postcode CV1 2FL		
Number of continuation sheets attached			
To whom should Companies Registry direct any queries about the information shown on this form?	SMALL FIRMS SERVICES LIMITED THE MERIDIAN, 4 COPTHALL HOUSE, STATION SQUARE, COVENTRY Postcode CV1 2FL Telephone 0845 330 2717 Extension		

Company Secretary Name *Style/Title Forenames Surname *Honours etc Previous forenames Previous surname	SMALL FIRMS SECRETARY SERVICES LIMITED		
Address Use residential address must be given. In the case of a corporation, give the registered or principal office address.	AD 1 RIVERSIDE HOUSE HERON WAY, Post town TRURO County/Region CORNWALL Postcode TR1 2XN Country UK		
Consent signature	I consent to act as secretary of the company named on page 1 Signed Date 23/10/2007		
Directors			
Please list directors in alphabetical order.			
Name *Style/Title	CD		
Forenames			
Surname	SMALL FIRMS DIRECT SERVICES LIMITED		
*Honours etc			
Previous forenames			
Previous surname			
Address Use residential address must be given. In the case of a corporation, give the registered or principal office address.	AD 1 RIVERSIDE HOUSE HERON WAY, Post town TRURO County/Region CORNWALL Postcode TR1 2XN Country UK		
Date of birth	DO Nationality AD		
Business occupation	OC		
-			
Other directorships	OD		
*Voluntary details	I consent to act as director of the company named on page 1		
Consent signature	Signed Date 23/10/2007		

Directors (continued)		
Name *Style/Title Forenames Surname *Honours etc Previous forenames Previous surname	CD	
Address Use residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town County/Region Postcode	Country
Date of birth	DO	Nationality AD
Business occupation	OC	
Other directorships	OD	
*Voluntary details	I consent to act as director	of the company named on page 1
Consent signature	Signed	Date
Delete if the form is signed by the subscribers.	Signature of agent on behal	f of all subscribers Date 23/10/2007
Delete if the form is signed by an agent	Signed	Date
on behalf of all the subscribers.	Signed	Date
All the subscribers	Signed	Date
must sign either personally or by a	Signed	Date
person or persons authorised to sign	Signed	Date
for them.	Signed	Date



COMPANIES FORM No 23

Statutory Declaration of compliance with requirements on application for registration of a company

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For official use

Please do not write in this margin

Pursuant to Article 23(3) of the Companies (Northern Ireland) Order 1986.

Please complete legibly, preferably in black type, or bold block lettering

For official use

Name of company

* insert full name of company

*BULGARIAN ENGINEERING SERVICES LIMITED

I STEPHEN NEIL HARRIS

To the Registrar of Companies

4 Copthall House, Station Square, Coventry CV1 2FL

^ 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 Article 21(2)]\(^\) and that all the requirements of the above Order 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 provisions of the Statutory Declarations Act 1835.

Declared at Button & Co Solicitors

4 Manor Road, Coventry, CV1 2LH

the 23rd

day of October

Two thousand and Seven before me Neil J Iretand

Declarant to sign below

NEIL JOHN IRELAND **SOLICITOR BUTTON & CO** 4 MANOR ROAD COVENTRY CV1 2LH

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Presentor's name, address and reference (if any):

Small Firms Services Ltd The Meridian, 4 Copthall House, Station Square, Coventry, CV1 2FL

For official use

Public Office

New Companies Section

COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990 AND COMPANIES ACT 2006 PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

BULGARIAN ENGINEERING SERVICES LIMITED



PRELIMINARY

The Company is a private Company and accordingly no shares, debentures or other securities of the Company may be offered to the public.

1. In these Articles and in Table A:

the expression 'the Order' means the Companies (Northern Ireland) Order 1986 and any statutory modification or re-enactment for the time being in force thereof and any provisions of The Companies Act 2006 for the time being in

'Table A' means Table A in The Companies (Tables A to F) Regulations (Northern Ireland) 1986 (S.R. 1986 No. 264) as amended by The Companies (Tables A to F) (amendment) Regulations (Northern Ireland) 2007 (S.R. 2007 No. 394) and The Companies (Tables A to F) (amendment No. 2) Regulations (Northern Ireland) 2007 (S.R. 2007) No. 425).

- 2. Subject as hereinafter provided the regulations contained in table A shall apply to the Company.
- 3. Regulations 24, 68, 73 to 78 inclusive, 87 and 118 of Table A shall not apply to the Company but the articles hereinafter contained and the remaining regulations of table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

- 4. Subject to the provisions of article 5 and to any directions which may be given by the Company in general meeting, the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of article 90(2) of the Order) and without prejudice to the generality of the foregoing any shares unissued at the date of incorporation of the Company and any shares hereafter created shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they think proper, provided that no shares shall be issued at a discount.
- 5. The maximum nominal amount of share capital which the directors may allot, grant options or subscription or conversion rights over, create, deal with or otherwise dispose of in accordance with article 4 shall be the total amount stated in clause 5 of the Memorandum of Association of the Company or such other amount as shall be authorised by the Company in General Meeting.
- 6. The authority conferred on the Directors by article 4 shall expire on the day preceding the fifth anniversary of the date of incorporation of the Company.
- 7. The provisions of article 99(1) of the order shall not apply to the Company.

LIEN

8. The lien conferred by regulation 8 of Table A shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders. The said regulation 8 shall be modified accordingly.

TRANSFER OF SHARES

- 9. 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.
- 10. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee.
- 10 (a) The Company has the power to purchase its own share, including any redeemable share)

PROCEEDINGS AT GENERAL MEETING

- 11. Regulation 37 of Table A shall be modified by the deletion of the words "within the United Kingdom".
- 12. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitle to vote. Regulation 46 of Table A shall be modified accordingly.

- 13. A proxy shall be entitled to vote on a show of hands and regulation 54 shall be amended accordingly.
- **14**. A resolution in writing in accordance with regulation 53 of Table A shall be deemed to have been duly executed by a corporation if signed by one of its directors or its secretary. In the case of a joint holder of a share the signature of any one of such joint holders shall be sufficient for the purposes of regulation 53 as aforesaid.

DIRECTORS

- 15. The number of Directors need not exceed one and regulation 64 of Table A shall be modified accordingly.
- **16**. The first Director or Directors shall be appointed in writing by completion of the statement required to be delivered for registration by article 21 of the Order.
- 17. A Director shall not be required to hold any qualification shares in the Company.

POWERS AND DUTIES OF DIRECTORS

- 18. Subject to the provisions of the Order, 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 company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a 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 94 of Table A shall be modified accordingly.
- **19**. The Directors may exercise all the powers of the Company contained in clause 3(V) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of such powers.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

20. Without prejudice to the powers of the Company under article 311 of the Order to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary shares of the Company shall have the power from time to time by notice to the Company to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed.

Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon being lodged at the registered office of the Company.

21. The office of a Director shall be vacated if he is removed from office under article 20. Regulation 81 of Table A shall be modified accordingly.

ROTATION OF DIRECTORS

22. The Directors shall not be liable to retire by rotation, and accordingly from the commencement of the second sentence to the end of Regulation 79 of Table A shall be deleted.

ALTERNATE DIRECTORS

- 23. Any appointment or removal of an alternate Director made under Table A shall be effected by an instrument in writing delivered at the registered office of the Company and signed by the appointor.
- 24. If his appointor is for the time being absent from the United Kingdom or otherwise not available the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be deemed to be a Director for the purpose of signing instruments to which the seal is affixed and regulation 101 of Table A shall be modified accordingly.
- 25. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only in 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.

PROCEEDINGS OF DIRECTORS

- 26. (1) Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute "present in person" at such meeting.
- (2) A resolution agreed by all the Directors by means of telephonic communication, telex, facsimile transceiver, telegraph, computer or any other electronic means will be valid if such resolution is expressed to be passed pursuant to this provision.
- 27. The following sentence shall be inserted after the first sentence of regulation 72 of Table A: "Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company".
- 28. Regulation 88 of Table A shall be modified by the deletion of the third sentence.
- **29**. A sole director may exercise all the power conferred by these articles on the directors and for such time as there is not more than one director of the Company there shall be no requirement for a quorum or meetings of directors: regulations 88 and 89 shall be modified accordingly.
- **30**. Regulation 90 of Table A shall be modified by the deletion of the words "but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting".

OFFICIAL SEAL FOR USE ABROAD

31. The Company may have an official seal for use under the provisions of the Order, where and as the Directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

NOTICES

- **32**. Regulation 112 of Table A shall be modified by the following insertion after "registered address" or to such other address whether within or outside the United Kingdom as he may supply to the Company for that purpose".
- **33**. Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Order. The third sentence of regulation 112 of Table A shall be deleted.
- **34**. Regulation 116 of Table shall be modified by the substitution of the words "the address, if any, within the United Kingdom".

INDEMNITY

35. Subject to the provisions of and so far as may be consistent with the Order but without prejudice to any indemnity to which a Director may be otherwise entitled every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, loses, expenses and liabilities incurred by him in the execution and /or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) 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 judgement 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 is granted to him by the Court.

Names and Addresses of Subscribers

Small Firms Secretary Services Ltd 1 Riverside House, Heron Way, Truro, Cornwall TR1 2XN

Small Firms Direct Services Ltd 1 Riverside House, Heron Way, Truro, Cornwall TR1 2XN

Authorised signatory

Signed on behalf of Small Firms Secretary Services Limited

Signed on behalf of Small Firms Direct Services Limited

Witness name:

Andrew Barley

Address:

The Meridian, 4 Copthall House, Station Square, Coventry CV1 2FL

Signature:

Date:

23 October 2007

COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990 AND COMPANIES ACT 2006 PRIVATE COMPANY LIMITED BY SHARES



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Memorandum & Articles of Association

OF

BULGARIAN ENGINEERING SERVICES LIMITED

COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990 AND COMPANIES ACT 2006 PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- 1. The Company's Name is: BULGARIAN ENGINEERING SERVICES LIMITED
- 2. The Company's Registered Office is to be situated in Northern Ireland
- 3. The Company Objects are:
- a. Without prejudice to the objects hereinafter specified to carry on business as a General Commercial Company.
- b. To carry on any other business which may seem to the Company to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company with a view directly or indirectly to enhancing the value of or to render profitable or more profitable any of the Company's property, assets or rights or expertise.
- c. To purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any company, firm, person or body carrying on or proposing to carry on any business which the Company is authorized to carry on or possessed of property suitable for the purposes of the Company.
- d. To purchase or otherwise acquire take on lease or in exchange, let or hire any real or personal property or assets or any rights or privileges which the Company may think necessary or convenient or capable of being profitably dealt with in such manner as may be thought fit.
- e. To amalgamate or enter into any partnership or into any arrangement or other association for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any company, firm, person or body carrying on or engaged in or about to carry on or engage in any business or transactions which the Company is authorized to carry on or engage in or any business transaction capable of being conducted so as directly or indirectly to benefit the Company.
- f. To subscribe, underwrite, purchase or otherwise acquire shares or stock in or securities or investments of any nature whatsoever and to subsidise or otherwise assist any such company and with or without guarantee to sell, hold, re-issue or otherwise deal with such shares, investments, stock or securities and any rights or options in respect thereof and to buy and sell foreign exchange.
- g. To build, develop, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, factories, roads, structures or facilities of all kinds and plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid.
- h. To enter into any arrangements with any Government or Authorities supreme, municipal, local or otherwise and to obtain from any such Government or Authority all rights, concessions, authorisations and privileges that may seem conducive to the Company's objects or any of them.
- i. To obtain the grant of, purchase or otherwise acquire any concessions, contracts, licences, grants, trade marks, copyrights or rights of any kind, patents, inventions, privileges, exclusive or otherwise, authorities, monopolies, undertakings or businesses, or any right or option in relation thereto, and to perform and fulfill the terms and conditions thereof, and to carry the same into effect, operate thereunder, develop, grant licences thereunder, and turn to account, maintain or sell, dispose of, and deal with the same in such manner as the Company may think expedient.
- j. To apply for, promote and obtain any provisional order, Act of Parliament or charter 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 expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- k. To promote or join in the promotion of any company for the purpose of acquiring all or any of the business, property, assets, rights and liabilities of any company whether or not having objects similar to those of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.
- I. To enter into any arrangements or contracts with any person, firm or company for carrying on the whole or any part of the business of the Company, and to fix and determine their remuneration, which may be by way of money payment, allotment of shares (either fully or partly paid) or otherwise.
- m. To sell, exchange, lease, grant licences, dispose of, turn to account or otherwise deal with the whole of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be considered expedient and in particular shares, stock or other securities whether fully or partly paid up.
- n. To pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- o. To invest the monies of the Company not immediately required for any other purpose of the Company by the purchase of the shares or securities of any company or by the purchase of any interest in land or buildings or in such other manner as shall from time to time be considered expedient.
- p. To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company, firm

or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, firm or Company having objects similar to those of the Company or any of them.

- q. To guarantee or give indemnities or provide security whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking, property and assets both present and future and uncalled capital of the Company, or by all or any of such methods, the performance of any contracts or obligations of any person, firm or company whatsoever.
- r. To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.
- s. To draw, make, accept, endorse, discount, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable or transferable instruments or securities.
- t. To raise or borrow and to secure or discharge any debt or obligation of the Company, and to receive money on deposit or loan in such a manner and on such terms as may seem expedient and in such manner as may be thought fit and in particular by mortgages and charges and the issue of debentures or debenture stock or other securities of any description upon all or any part of the undertaking, property, assets and rights of the Company both present and future including any uncalled capital of the Company.
- u. To establish and maintain or contribute to any scheme for the acquisition by trustees of shares in the Company or its holding company to be held by or for the benefit of employees (including any Director holding a salaried employment or office) of the Company or (so far as for the time being permitted by law) any of the Company's subsidiaries and to lend money (so far as aforesaid) to any such employees to enable them to acquire shares of the Company or its holding company and to formulate and carry into effect any scheme for sharing profits with any such employees.
- v. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such persons; to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company and make payments to or towards the insurance of any such person and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- w. To purchase and maintain insurance for or for the benefit of any person or persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company, or any company which is associated with the Company, or of any subsidiary undertaking of the Company or trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund and to such extent as may be permitted by law to indemnify or to exempt any such person against or from any such liability; for the purposes of this clause "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1985 as amended by the Companies Act 1989.
- x. To distribute among the members of the Company in specie or otherwise any property or assets of the Company subject to any consent required by law.
- y. To procure the registration, recognition or incorporation of the Company in or under the laws of any territory outside the Company's original country of incorporation.
- z. To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
- aa. To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through subsidiary companies, agents, sub-contractors or trustees or otherwise, and either alone or in conjunction with others.
- bb. To do all such other things as may be considered to be incidental or conducive to any of the above objects.
- cc. And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects and shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other sub-clause or the order in which the same occur or by the name of the Company.
- 4. The liability of the Members is limited
- 5. The Authorised Share Capital of the Company is £1000 divided into 1000 Shares of £1 each.

We, the Subscribers to this Memorandum of Association wish to be formed into the Company pursuant to the Memorandum and we agree to take the number of Shares shown opposite our respective names.

Number of Shares Taken

1

Authorised signatory

Small Firms Secretary Services Ltd

1 Riverside House,

Heron Way, Truro,

Cornwall TR1 2XN

Small Firms Direct Services Ltd

1 Riverside House,

Heron Way, Truro,

Cornwall TR1 2XN

Signed on behalf of Small Firms Secretary Services Limited

Signed on behalf of Small Firms Direct Services Limited

TOTAL Shares taken

Witness name:

Andrew Barley

Address:

The Menidian, 4 Copthall House, Station Square, Coventry CV1 2FL

Signature:

Date:

23 October 2007





NI066913

I HEREBY CERTIFY that

BULGARIAN ENGINEERING SERVICES LIMITED

is this day incorporated under the Companies (Northern Ireland)Order 1986; and that the Company is unlimited

Given under my hand at Belfast, this THIRTY-FIRST day of OCTOBER Two Thousand and SEVEN

for Registrar of Companies for Northern Ireland

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