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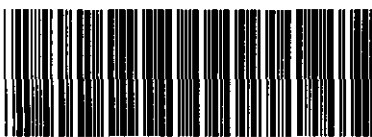
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4832986

The Registrar of Companies for England and Wales hereby certifies that
1 TANKERVILLE TERRACE LIMITED

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

Given at Companies House, Cardiff, the 15th July 2003



N04832986R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House
for the record

12

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHWP000

Company Name in full

1 TANKERVILLE
TERRACE LIMITED

I, SANDRA OLIVER (FOR RANDALLS NOMVEES LTD)
of 24 CAIRN PARK MORPETH NE65 8JS

† 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

SLOliver

Declared at

NEWCASTLE UPON TYNE

Day Month Year

On

0	4	0	7	2	0	0	3
---	---	---	---	---	---	---	---

• Please print name.

before me •

VANESSA HARRISON

Signed

Date

4/7/03

† 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.

RANDALLS COMPANY SERVICES
24 CAIRN PARK MORPETH
NE65 8JS Tel 01665 570027
DX number DX exchange

This  A43 COMPANIES HOUSE 0021 10/07/03

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
or companies registered in England and Wales
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh



Companies House
for the record

10

Please complete in typescript,
or in bold black capitals.
CHWP000

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

1 TANKERVILLE
TERRACE LIMITED

Proposed Registered Office

24 CAIRN PARK

(PO Box numbers only, are not acceptable)

LONGFRAMLINGTON

Post town

MORPETH

County / Region

NORTHUMBERLAND

Postcode

NE65 8JS

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

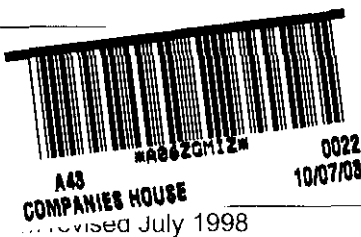
Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

RANDALLS COMPANY SERVICES

24 CAIRN PARK MORPETH

NE65 8JS Tel 01665 570027

DX number DX exchange



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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 **RANDALLS COMPANY SECRETARIAL LTD**

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address **24 CAIRN PARK**

Usual residential address

For a corporation, give the registered or principal office address.

LONGFRAMLINGTON

Post town **MORPETH**

County / Region **NORTHUMBERLAND** Postcode **NE65 8JS**

Country **ENGLAND**

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

Consent signature **S L Olivier** **DATE** **4/7/03**
AUTHORISED SIGNATORY

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title *Honours etc

Forename(s)

Surname **RANDALLS NOMINEES LIMITED**

Previous forename(s)

Previous surname(s)

Address **24 CAIRN PARK**

Usual residential address

For a corporation, give the registered or principal office address.

LONGFRAMLINGTON

Post town **MORPETH**

County / Region **NORTHUMBERLAND** Postcode **NE65 8JS**

Country **ENGLAND**

Day Month Year

Date of birth **Nationality**

Business occupation

Other directorships

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

Consent signature **S L Olivier** **DATE** **4/7/03**
AUTHORISED SIGNATORY

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.

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THE COMPANIES ACT 1985

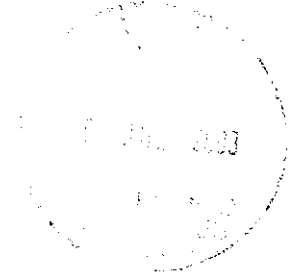


COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

1 TANKERVILLE TERRACE LIMITED



1. The Company's name is "1 TANKERVILLE TERRACE LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A) (i) To acquire the freehold of a property known as 1 Tankerville Terrace, Jesmond, Newcastle upon Tyne, NE2 3AH ("the Property") and to hold the Property as an investment for the benefit of the lessees of the flats and house comprised in it; and
 - (ii) to manage the Property, to collect the rents and income of the Property and generally to discharge the duties of the freeholder of the Property.
 - (B) To carry on any trade or business whatsoever which can, in the opinion of the directors, be carried on by the Company in connection with or as ancillary to the Company's trade or business and to do all such things as are incidental or conducive to the carrying on of the Company's trade or business.
 - (C) To purchase, take on lease or on hire or otherwise acquire, hold, develop, sell, hire out, grant leases or licences or otherwise dispose of, in whole or in part, or deal with real and personal property of all and any kind, including all of the assets and undertaking of the Company, and any interest, right or privilege therein for such consideration and on such terms as the Company may think fit and to perform any services or render any consideration in connection therewith and to develop and build on any land and to construct, equip, improve, manage, develop, alter and maintain any buildings, works and machinery and any other part of the property or rights of the Company necessary or convenient for the Company's business or otherwise.

- (D) To buy, sell, manufacture, process, repair, alter, improve, 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 the Company's business, or likely to be required by customers or other persons having or about to have, dealings with the Company.
- (E) To purchase, subscribe for or otherwise acquire and/or hold and deal with any shares, stocks, debentures, bonds or other securities or any other interests in any other company and to act as a holding company in relation to and to assist (financially or otherwise), manage, control and administer any such company.
- (F) To borrow or raise money in any manner and on such security as may be considered expedient and, in particular, but without limiting the generality of the foregoing, by the issue or deposit of debentures or debenture stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised or owing by the Company by mortgage, charge or lien upon all or any of the Company's property (both present and future) including its uncalled capital and to purchase, redeem or pay off any such securities.
- (G) To give all kinds of indemnities for, or to guarantee, support or secure, whether by personal covenant or by mortgage, charge or lien on all or any part of the Company's undertaking, property and assets (both present and future) including its uncalled capital or by a combination of such methods, the performance of the obligations or liabilities of the Company or any other person, firm or company and, in particular, but without limiting the generality of the foregoing, any company which is for the time being the Company's holding or subsidiary company as defined by the Companies Act 1985, or otherwise associated with the Company in business and whether or not the Company receives directly or indirectly any consideration or advantage therefrom.
- (H) To enter into contracts, agreements and arrangements with any other person, firm or company for the carrying out by such other person, firm or company on the Company's behalf of any of the objects for which the Company is formed.
- (I) To acquire or undertake the whole or any part of the business, goodwill, assets, property and liabilities of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on, or calculated directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights.
- (J) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the

Company's objects or any of them, and to obtain from any such government or authority any charters, licences, authorisations, contracts, rights, privileges, decrees or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, charters, licences, authorisations, contracts, rights, privileges, decrees and concessions.

- (K) To apply for, or join in applying for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any trade marks, patents, patent rights, brevets d'invention, licences, registered designs, secret processes, protections and concessions, and to use and manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting, testing and researching, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (L) To amalgamate, enter into partnership or enter into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession, limiting competition or otherwise, with any person, firm or company or with any employees of the Company and to give to any person, firm or company special rights or privileges in connection with or control over the Company, and, in particular, the right to nominate one or more directors of the Company; and to lend money to, guarantee and secure the contracts of, or otherwise assist any such person, firm or company, and to take or otherwise acquire shares or securities of any such person, firm or company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (M) To act as agents, brokers or trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (N) To promote any other companies for the purpose of acquiring all or any of the business, property, undertaking or any of the liabilities 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 or securities of any such other company.
- (O) To pay all or any expenses which the Company may lawfully pay in connection with the formation, registration and promotion of the Company, and the issue of its capital, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company.
- (P) To receive money on deposit upon such terms as the Company may approve.

- (Q) To invest and deal with the moneys of the Company in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (R) To subsidise, or lend money or give credit on any terms (and with or without security) to, any person, firm or company including, but without limiting the generality of the foregoing, any company which is for the time being the Company's holding or subsidiary company as defined by the Companies Act 1985, or otherwise associated with the Company in business.
- (S) To establish and maintain, or procure the establishment and maintenance of, any pension, superannuation funds or retirement benefit schemes (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments and any other relevant benefits to, any persons who are or were at any time in the employment or service of the Company or of any company which is for the time being the Company's holding or subsidiary company as defined by the Companies Act 1985 or otherwise associated with the Company or any such holding or subsidiary company or any of the predecessors of the Company in business, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, and the wives, husbands, widows, widowers, families and dependants of any such persons, and also to establish, subsidise or subscribe to any institutions, associations, societies, 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 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 support and to subscribe to 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 and, without limiting the generality of the foregoing, to act either alone or jointly as trustee or administrator for the furtherance of any of the aforesaid purposes.
- (T) To remunerate any person, firm or company for services rendered or to be rendered to the Company or to any company in which the Company may be interested or proposes to be interested, whether by cash payment or by the allotment of shares or other securities of the Company, credited as paid up in full or in part, or otherwise.
- (U) To negotiate, draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (V) To the extent permitted by law, to give financial assistance for the purpose

of the acquisition of shares of the Company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition, and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise.

- (W) To adopt such means of making known the services and products of the Company as may seem expedient and, in particular, by advertising in the press or by circulars, the purchase and exhibition of works of art or interest, the publication of books and periodicals, and the granting of prizes, rewards and donations.
- (X) To apply for, promote and obtain any Act of Parliament, order or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any actions, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (Y) To do all or any of the above things in any part of the world, as principal, agent, contractor, trustee or otherwise, and by or through agents, sub-contractors, trustees or otherwise, and either alone or in conjunction with others, to procure the Company to be registered or recognised in any part of the world.
- (Z) To cease carrying on or wind up any business or activity of the Company and to cancel any registration of, and to wind up or procure the dissolution of, the Company in any state or territory.
- (AA) To distribute any of the property of the Company in specie among the shareholders of the Company.
- (BB) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them.

None of the objects set forth in any paragraph of this clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in this clause or by reference to or inference from the name of the Company. In this clause any reference to the Companies Act 1985 or to any provision thereof shall be deemed to include a reference to any statutory modification or re-enactment of the Companies Act 1985 or such provision for the time being in force.

- 4. The liability of the members is limited.
- 5. No person shall be admitted to membership of the Company other than the subscriber to this memorandum of association and the lessees from time to time of

the flats/house comprised in the Property holding under leases derived immediately out of the freehold interest of the Property.

6. The share capital of the Company is £4.00 divided into 4 shares of £1.00 each.

We, the sole subscriber to this Memorandum of Association, wish a company to be formed pursuant to this Memorandum, and agree to take the number of shares shown opposite our name.

Name and address of subscriber:

Number of shares taken by the subscriber:

S L Oliver

S L Oliver for and on behalf of
Randalls Nominees Limited

One

24 Cairn Park
Longframlington
Morpeth
Northumberland
NE65 8JS

Dated *3 July* 2003

Witness to the above signature:

L. Oliver

Lilian Oliver

6 Harecross Park
Longframlington
Morpeth
Northumberland
NE65 8BW

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

1 TANKERVILLE TERRACE LIMITED

INTERPRETATION

1. In these Articles, if not inconsistent with the subject or context:

"Act": means the Companies Act 1985 (as amended or re-enacted from time to time);

"Table A": means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985;

"Common Parts": means all the amenity areas, parking areas, garage forecourts, stairways, footpaths, gardens, driveways and other areas which are within the Property and are used in common by the owners of the individual properties and which may from time to time be vested in the Company;

"Property": means the totality of the property known as 1 Tankerville Terrace, Jesmond, Newcastle upon Tyne, NE2 3AH including the flats/house and all the Common Parts;

"Qualifying Interest": means a leasehold interest in any property within the Property or any part thereof.

TABLE A

2. The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.

3. Regulations 24, 64, 73 to 77 (inclusive), 80, 82, 89, 94, 95, 97, 101, 102 to 108 (inclusive) and 118 of Table A shall not apply to the Company.

4. Regulations 6 and 79 of Table A shall apply to the Company with the modifications set out below.

SHARE CAPITAL

5. The person registered as a member in respect of the subscriber share shall transfer such subscriber share to a person who holds a Qualifying Interest or his/her nominee.
6. Subject to Article 5, a share may only be issued to a person who holds a Qualifying Interest or his/her nominee in the proportion of one such share for each Qualifying Interest which he/she holds so that the maximum number of issued shares shall not be capable of exceeding the total number of Qualifying Interests in the Property.
7. Where a Qualifying Interest is held in the joint names of two or more persons then a share may be issued in their joint names provided that they shall be entitled to only one vote in respect of that share (but all such persons shall be entitled to speak at any general meeting). Such vote shall be cast by the holder whose name appears first in the register of members.
8. Where a Qualifying Interest is mortgaged or charged a share may be issued in the joint names of the owner of such Qualifying Interest and the first or only mortgagee or chargee upon production of evidence of the title of such mortgagee or chargee.
9. Subject to the provisions of Articles 5 to 8 (inclusive):
 - (a) the directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise all powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to the nominal amount of the authorised but unissued share capital of the Company at the date of the incorporation of the Company. This authority shall remain in force for a period of five years after the date of the incorporation of the Company save that the directors may, after that period, allot any relevant securities under this authority in pursuance of an offer or agreement to do so made by the Company within that period;
 - (b) the directors shall be bound to allot one share to each person who holds a Qualifying Interest and who is not entitled to the transfer of a share pursuant to Article 12, subject to payment of the nominal value in respect of such share.
10. In accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) (inclusive) of the Act are hereby excluded and shall not apply to any allotment by the Company of equity securities (as defined in section 94(2) of the Act).

SHARE CERTIFICATES

11. Every share certificate shall specify the number and class of the shares to which it relates and the amount or respective amounts paid up thereon. If the Company has a seal every share certificate shall be sealed with the seal. If the Company does not have a seal every share certificate shall be signed by a director and by the secretary

or a second director. The second sentence of Regulation 6 in Table A shall be amended accordingly.

TRANSFER OF SHARES

12. Upon any assignment, transfer or other devolution of the Qualifying Interest in respect of which a share is held in the Company, that share shall be transferred to the person(s) to whom such Qualifying Interest has been transferred. The consideration payable in respect of any such transfer shall not be more than an amount equal to the nominal value of the share.
13. Where a Qualifying Interest is mortgaged or charged after the issue of a share to the owner of such Qualifying Interest, the share may be transferred into the joint names of the owner and the first or only mortgagee or chargee upon production of evidence of the title of such mortgagee or chargee.
14. A share shall not be transferred other than in accordance with Articles 12 and 13. The directors may require the production of such evidence as they consider reasonable in order to satisfy themselves that the provisions of Articles 12 and 13 have been complied with before registering any proposed transfer of a share.
15. If the holder of any share fails to transfer it in accordance with Article 12, he/she shall be deemed to have appointed any one director or the secretary of the Company as his/her attorney with full power to execute a transfer of his/her share to the person(s) to whom the relevant Qualifying Interest has been transferred. The receipt of the Company for the purchase money shall be a good discharge and, after the name of the transferee has been entered in the register of members of the Company, the validity of the proceedings shall not be questioned by any person.
16. The liability of a member shall continue until a transferee of his/her share has been duly registered in his/her place.

NUMBER OF DIRECTORS

17. The number of directors shall not be less than two but there shall be no maximum number.

POWERS OF DIRECTORS

18. Subject to Articles 19 and 20, the directors shall carry on the business of the Company in accordance with the principles of good estate management and so as to secure that taking one year with another the Company makes neither a profit nor a loss.

19. The directors shall ensure that no dividend or other distribution is paid or made upon or in respect of any share in the capital of the Company.
20. The directors may in their absolute discretion make provision for creating and setting aside a reasonable reserve fund for any general or particular purpose.

APPOINTMENT AND RETIREMENT OF DIRECTORS

21. The directors are not subject to retirement by rotation. References in Table A to the rotation of directors shall not apply to the Company.
22. The last two sentences of Regulation 79 in Table A shall not apply.
23. Each holder of a share shall be entitled to be appointed as a director of the Company at any time (unless he/she has previously been removed from office in accordance with any provision of the Act or Table A) by depositing a written notice to that effect at the registered office of the Company.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

24. Save for the first director of the Company notified to the Registrar of Companies pursuant to Section 10 of the Act, a director shall hold at least one share in the Company or shall be the nominee of a holder of at least one share in the Company. The office of a director shall be vacated upon the director ceasing to be a member of the Company or the nominee of a member of the Company.

REMUNERATION OF DIRECTORS

25. A director shall receive no remuneration for his/her services but may be paid any expenses reasonably and properly incurred in the performance of his/her duties as a director of the Company.

PROCEEDINGS OF DIRECTORS

26. The directors may regulate their proceedings as they think fit provided that:
 - (a) no meeting of the directors shall be convened, except in the case of emergency, by less than 14 days' notice in writing; and
 - (b) a director may, and on the request of a director the secretary shall, at any time summon a meeting of the directors by giving not less than 14 days' notice in writing.
27. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two.

28. A director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution notwithstanding that it in any way concerns a matter in which he/she has, directly or indirectly, any interest or duty and if he/she shall vote on any such resolution that vote shall be counted. In relation to any such resolution he/she shall be taken into account in calculating the quorum present at the meeting.
29. Without prejudice to the first sentence of Regulation 88 in Table A, a meeting of the directors may consist of a conference between directors who are not all in one place so long as each director is able (directly or by telephonic communication) to speak to each of the other directors in the meeting and to be heard by each of the other directors in the meeting simultaneously; and the word "meeting" in these Articles and in Table A shall be construed accordingly.

THE SEAL

30. If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless determined otherwise it shall be signed by a director and by the secretary or a second director.

NOTICES

31. A notice may be given to a member of the Company by leaving it addressed to him/her at the property owned by that member within the Property.

INDEMNITY

32. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company is entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him/her in the execution of his/her duties or in the exercise of his/her powers or otherwise in connection with his/her office, including any liability incurred by him/her (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his/her part or (b) in connection with any application in which relief is granted to him/her by the court from liability in respect of any act or omission done or alleged to be done by him/her as an officer or employee of the Company.

Name and address of subscriber:

S L Oliver

S L Oliver for and on behalf of
Randalls Nominees Limited

24 Cairn Park
Longframlington
Morpeth
Northumberland
NE65 8JS

Dated *3 July* 2003

Witness to the above signature:

L. Oliver

Lilian Oliver

6 Harecross Park
Longframlington
Morpeth
Northumberland
NE65 8BW