



CERTIFICATE OF REGISTRATION OF A LIMITED PARTNERSHIP

Partnership Number

1422

I hereby certify that the firm

NC 6/11/89 Partnership

having lodged a statement of particulars pursuant to section 8
of the Limited Partnerships Act, 1907, is this day registered as
a limited partnership.

Signed at Edinburgh

20 December 1989

 Registrar of Limited Partnerships

Registration No 1422/1

Form No. LP.5
(Registration fee £2)
(Capital duty also payable)

LIMITED PARTNERSHIPS ACT 1907

Application for Registration of a Limited Partnership and Statement of particulars
and of the amounts contributed (in cash or otherwise) by the Limited Partners

(Pursuant to Section 8 of the Limited Partnerships Act 1907 and Section 47 of the Finance Act 1973)

Name of firm or partnership..... NC 6/11/89 Partnership

We, the undersigned, being the partners of the above-named firm, hereby apply for registration as a limited partnership and for that purpose supply the following particulars:

The general nature of the business

General investment

The principal place of business

6 Park Circus Place
Glasgow G3 6AN

The term, if any for which the partnership is entered into

None

If no definite term, the conditions of existence of the partnership

The partnership shall subsist until its business is complete

Date of commencement 12th November 1989

The partnership is limited and the full name and address of each of the partners are as follows:

General partners

ALONFELL LIMITED
11 Royal Exchange Square,
Glasgow

Limited partners

Per attached list

Amounts
Contributed (1)

Per list

Capital duty
payable (2)

TOTAL

£200,000

SIGNATURES OF ALL PARTNERS

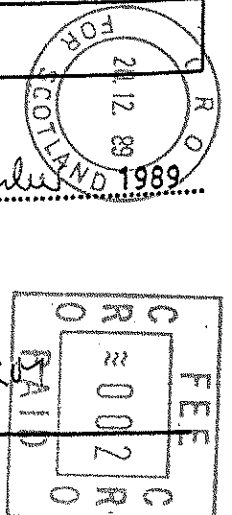
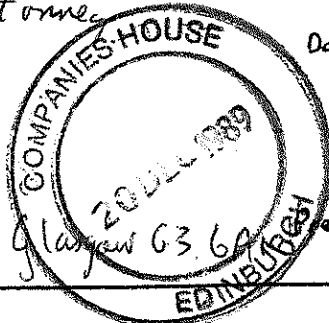
John Macdonald as Attorney
for all partners.

Date..... 19 December 1989

PRESENTED BY:

NEILL CLERK, 6 Park Circus Place, Glasgow G3 6AN

Presenter's reference: DR 19



- (i) State amount contributed by each limited partner, and whether paid in cash, or how otherwise.
- (ii) The capital duty is £1 for every £100, or part of £100, contributed by each Limited Partner.

John Boyd Grant Harvey (Mr Harvey) £10,000
12 Greenhill Avenue
Giffnock
Glasgow G46 6QX

Majid Siddique Dawood (Mr Dawood) £10,000
2a Nassau Road
London SW13 9QE

James Adams (Mr Adams) £10,000
Flat 11
Stonefield Park
Neilstone Road
Paisley

Stephen Park Newall (Mr S P Newall) £10,000
Rowaleyn
Rhu
Dunbartonshire G84

James Douglas Hume (Mr Hume) £10,000
Drimard
22 East Lennox Drive
Helensburgh G84 9JD

Douglas William Rice (Mr Rice) £10,000
3f Arranview
Aran Drive
Airdrie ML6 6NJ

Kenneth Fenton Murray (Mr Murray) £10,000
Kenavara
Barclaven Road
Kilmacolm PA13 4DQ

Archibald Patrick Newall (Mr A P Newall) £15,000
Rowanlea
Glenarne Road
Rhu
Dunbartonshire G84 7LL

James Barclay Douglas (Mr Douglas) £10,000
45 Lomond Street
Helensburgh G84 7ES

John Murray
John Murray

LIST OF LIMITED PARTNERS AND CONTRIBUTIONS

<u>Full Name and Address</u>	<u>Capital Contribution</u>
David Garrioch Moodie (Mr Moodie) Barnbeth Bridge of Weir Renfrewshire	£10,000
Ronald Linklater Sharp 60 Berkeley Street Glasgow G3 7DS	£10,000
Kenneth M. Barclay (Mr Barclay) 213 St Vincent Street Glasgow G2 5QH	£10,000
George Steven Brown (Mr Brown) 4 Auchencruive Fairways Milngavie G62 6EE	£10,000
Archibald Paton Jess (Mr Jess) 8 Stirling Drive Gourock PA19 1AH	£10,000
Donald John Storrie (Mr Storrie) Hill of Birches Waterfoot Row Thorntonhall by Glasgow	£10,000
James Kerr McDonald (Mr McDonald) 97 Brisbane Street Greenock PA16 8PA	£10,000
Malcolm Stuart Bradbury (Mr Bradbury) The Well House 38 Powers Hall End Witham Essex CM8 1LS	£10,000
Peter MacCallum Lang (Mr Lang) McCallum House Baker Street Greenock PA15 4TZ	£10,000
Archibald Ross Wilkie (Mr Wilkie) Annfield The Crescent Dunblane FK15 0DL	£15,000

THIS DEED OF PARTNERSHIP is made

between

ALONFELL LIMITED, a Company incorporated under the Companies Acts and having its registered office at 11 Royal Exchange Square, Glasgow (hereinafter called "the General Partner") OF THE ONE PART

and

EACH OF THE PERSONS LISTED IN THE SCHEDULE HERETO (hereinafter called "the Limited Partners") OF THE OTHER PART

WHEREAS the General Partner and the Limited Partners have agreed to form a limited partnership to trade together under the Limited Partnerships Act 1907.

Now this deed witnesseth as follows:-

1. The partnership shall commence as from the Twelfth day of November, 1989, and shall continue until its business is complete; the General Partner shall be a general partner and the Limited Partners limited partners within the meaning of the Limited Partnerships Act 1907.
2. The firm name shall be "NC 6/11/89 Partnership" and the principal place of business of the partnership shall be 6 Park Circus Place, Glasgow.
3. The Bankers of the firm shall be the Royal Bank of Scotland plc, 122 Cathcart Street, Greenock and all monies received in the partnership business (after deducting business outgoings and expenses only) shall be paid into the Banking Account of the firm and all cheques thereon shall be signed by a Director of the General Partner or by Neill Clerk, Solicitors, Glasgow, who shall be partnership secretaries and shall keep a proper statement of intronmissions.
4. The capital of the partnership shall be the sum of £200,000 to be contributed by each Limited Partner to the extent shown opposite his name in said Schedule in cash on 12th January, 1990. No Limited Partner shall during the subsistence of partnership draw out or receive back any part of his share of capital.
5. The profits and losses of the business (including loss of capital) shall be divided between and borne by the Limited Partners in proportion to their capital contributions or as the partners may otherwise agree provided always that no Limited Partner shall be liable for any loss in excess of his relevant capital contribution.
6. The General Partner (or a Director thereof) and Neill Clerk shall each be entitled to reasonable fees.



7. All titles and other documents of ownership and the like shall be taken in name of one of Donald Ross Macdonald and Alistair Stewart Burrow, both Solicitors, 6 Park Circus Place, Glasgow, partners of Neill Clerk, as Trustee for the partnership, and the signature of either shall sufficiently vouch and be the proper execution of all conveyances and formal instruments on behalf of the partnership.
8. The business of the partnership shall be managed by the General Partner, including decisions on sale and purchase of assets.
9. Upon the determination of the partnership the affairs thereof shall be wound up and the assets and liabilities dealt with in accordance with the provisions of the Partnership Act 1890 and the Limited Partnership Act 1907:
10. Those partners not resident in Scotland accept the partnership address as their domicile of citation and prorogate of the jurisdiction of the Scottish Courts: IN WITNESS WHEREOF these presents comprising this and the preceding page are together with the Schedule hereto subscribed by Donald Ross Macdonald, Solicitor, 6 Park Circus Place, Glasgow, as Attorney for the General Partner in terms of Power of Attorney dated 14th December, 1989 and as Attorney for each of the Limited Partners in terms of Powers of Attorney by each of Mr A P Newall and Mr Dawood, dated 27th November, 1989, by each of Mr Sharp, Mr Bradbury, Mr Storrie, Mr Adams, Mr Moodie and Mr McDonald dated 29th November, 1989 by each of Mr Hume, Mr Barclay, Mr Lang, Mr S P Newall, Mr Jess, Mr Rice, Mr Brown and Mr Murray dated 30th November, 1989, by Mr Douglas dated 5th December, 1989, by Mr Wilkie dated 11th December, 1989 and by Mr Harvey dated 19th December, 1989 such subscription being at Glasgow on 19th December, 1989 in presence of these witnesses, Jane Alexandra Waddell and Stephen James Phillips, both Solicitors of 6 Park Circus Place, Glasgow.

Jane A Waddell *Witness J* *Stephen J Phillips*

Stephen J Phillips Witness

SCHEDULE REFERRED TO IN THE FOREGOING DEED OF PARTNERSHIP

<u>Full Name and Address</u>	<u>Capital Contribution</u>
David Garrioch Moodie (Mr Moodie) Barnbeth Bridge of Weir Renfrewshire	£10,000
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