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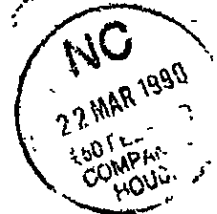


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13/07/2012 #220

COMPANIES HOUSE

RM 07/07/2012 #109

COMPANIES HOUSE



THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION

OF

~~BRUSHLESS CO (NO. 1122) LIMITED~~

BELL POTTINGER PUBLIC AFFAIRS LIMITED

1. The name of the Company is ~~"BRUSHLESS CO (NO. 1122) LIMITED"~~ <sup>02488264</sup> "BELL POTTINGER PUBLIC AFFAIRS LIMITED"

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:-

(A) To carry on any business, undertaking, transaction or operation commonly carried on or undertaken by manufacturers, merchants and dealers (both wholesale and retail) in all or any articles of commercial and personal use and consumption, importers, exporters, shipowners, bankers, factors, capitalists, promoters, financiers, real property dealers and investors, concessionaires, brokers, contractors, mercantile and general agents, advertising agents, publishers, carriers and transporters of all kinds and to carry on or any of the said businesses either together as one business or as separate distinct businesses in any part of the world.

(B) To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company

(C) To manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and stores of and dealers in any goods and other things.

(D) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures hereon and to construct, erect, install, enlarge, alter and maintain buildings.

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150  
230496

plant and machinery and to carry on business as builders, contractors and engineers.

- (E) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind
- (F) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (G) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision.
- (H) To lend money, and grant or provide credit and financial accommodation, to any person and to deposit money with any person and to carry on the business of a banking, finance or insurance company.
- (I) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company.
- (J) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.
- (K) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out exercise and comply with the same
- (L) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.
- (M) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration,

whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.

- (N) To amalgamate or enter into partnership or any profit-sharing arrangement with, and co-operate or participate in any way with or to take over or assume any obligation of, or to assist or subsidise any person.
- (O) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.
- (P) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation.
- (Q) To sell, exchange, mortgage, charge, let, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities or for a share of profit or a royalty or other periodical or deferred payment.
- (R) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (S) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of any securities.

of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustee of any kind and to undertake and execute any trust and any trust business (including the business of acting as trustee under wills and settlements and as executor and administrator).

- (T) To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (U) To grant or procure the grant of donations gratuities, pensions, annuities, allowances, or other benefits, including benefits on death to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the Board of Directors of the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any funds, trusts, insurances or schemes or any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.

- (V) 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.

- (W) To distribute any of the property of the Company among its creditors and Members in specie or kind.
- (X) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (Y) To carry on any other business or activity and do anything of any nature which in the opinion of the Board of Directors of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its Members.
- (Z) To do all such other things as in the opinion of the Board of Directors of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause 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 paragraph or the name of the Company or the nature of any business carried on by the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 Shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

7

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of the Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

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NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS.

Number of Shares  
taken by each  
Subscriber.

---

For and on behalf of  
TRUCIDATOR NOMINEES LIMITED,  
35 Basinghall Street,  
London EC2V 5DB

*R. A. Reeve*

R. A. REEVE

One

Authorised Signatory

For and on behalf of  
TREXCO LIMITED,  
35 Basinghall Street,  
London EC2V 5DB

*C. A. Chandler*

C. A. CHANDLER

One

Authorised Signatory

---

DATED the *19<sup>th</sup>* day of *March* 19*90*

WITNESS to the above Signatures --

*W. L. Military*

W. L. Military

35 Basinghall Street,  
London EC2V 5DB

ARTICLES OF ASSOCIATION

of

~~PROSPECTOR (NO. 122) LIMITED~~

BELL POTTINGER PUBLIC AFFAIRS LIMITED

Adoption of Table A

1. In these articles "Table A" means Table A scheduled to The Companies (Tables A to F) Regulations 1985 as amended prior to the date of incorporation of the company. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company. No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the company.

Interpretation

2. Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles. References in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form. Words are are for convenience only and shall not affect construction.

Rights attached to shares

3. Subject to the provisions of the Act and to any rights conferred on the holders of any other shares, any share may be issued with or without attached to it such rights and restrictions as the company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide. Regulation 2 of Table A shall not apply.



Unissued shares

4. Subject to the provisions of the Act and to these articles, any unissued shares of the company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as they may determine.

Initial authority to issue relevant securities

5. Subject to any direction to the contrary which may be given by the company in general meeting, the directors are unconditionally authorised to exercise all powers of the company to allot relevant securities. The maximum nominal amount of relevant securities that may be allotted under this authority shall be the nominal amount of the unissued share capital at the date of incorporation of the company or such other amount as may from time to time be authorised by the company in general meeting. The authority conferred on the directors by this article shall remain in force for a period of five years from the date of incorporation of the company but may be revoked varied or renewed from time to time by the company in general meeting in accordance with the Act.

Exclusions of pre-emption rights

6. Section 89(1) of the Act shall not apply to the allotment by the company of any equity security.

Transfer of shares

7. The instrument of transfer of a subscriber's share which is not fully paid need not be executed by or on behalf of the transferee. Regulation 23 of Table A shall be modified accordingly.

8 The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

Notice of general meetings

9. Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the company, and also to the auditors or, if more than one, each of them. The last sentence of Regulation 38 of Table A shall not apply.

Votes of members

10. At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and every proxy for any member (regardless of the number or the holdings of the members for whom he is a proxy) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder. Regulation 54 of Table A shall not apply.

Members may vote when money payable by them

11. Regulation 57 of Table A shall not apply.

Delivery of proxies

12. The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the instrument certified notari- ally or in some other manner approved by the directors, may be delivered to the office (or to such other place or to such person as may be specified or agreed by the directors) before the time for holding the meeting or adjourned meeting at which

the person named in the instrument proposes to act or, in case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this article. Regulation 62 of Table A shall not apply.

#### Alternate directors

13 Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.

#### Power to provide for employees

14 The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

#### Power to receive uncalled monies

15 The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and remaining unpaid on any shares held by him.

#### Delegation of directors' powers

16 The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee of directors or to a director as a member of such a

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committee shall include a committee established under this article or such person or persons

Appointment and removal of directors by majority shareholders

17 Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at general meetings of the company may by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed)

Appointment of directors by board

18. Without prejudice to the powers conferred by any other article, any person may be appointed a director by the directors, either to fill a vacancy or as an additional director.

No age limit or share qualification

19 No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age. No shareholding qualification for directors shall be required.

Exclusion of rotation requirements and other provisions

20 Regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.

Disqualification and removal of directors

21. The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.

Directors' gratuities and pensions

22. The directors may exercise all the powers of the company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 of Table A shall not apply.

Notice of board meetings

23. Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the company for this purpose, or by any other means authorised in writing by the director concerned. A director absent or intending to be absent from the United Kingdom may request the directors that notices of meetings of the directors shall during his absence be sent in writing to him at an address or to a fax or telex number given by him to the company for this purpose, but if no request is made to the directors it shall not be necessary to

give notice of a meeting of the directors to any director who is for the time being absent from the United Kingdom. A director may waive notice of any meeting either prospectively or retrospectively. Regulation 88 of Table A shall be modified accordingly.

Participation in board meetings by telephone

24. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

Directors may vote when interested

25. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with the Act. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 and 95 of Table A shall not apply.

Official seal

26. The company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

Notices

27. Any notice or other document may be served on or delivered to any member by the company either personally, or by sending it by post addressed to the member at his registered address or by fax or telex to a number provided by the member for this purpose, or by leaving it at his registered address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall not apply.

Time of service

28. Any notice or other document, if sent by post, shall be deemed to have been served or delivered twenty four hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post, or sent by fax or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 of Table A shall not apply.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

For and on behalf of  
TRUCIDATOR NOMINEES LIMITED  
35 Basinghall Street  
London EC2V 5DB

R. A. REEVE

Authorised Signatory

*R. A. Reeve*

For and on behalf of  
TREXCO LIMITED  
35 Basinghall Street  
London EC2V 5DB

C A. CHANDLER

Authorised Signatory

*C. A. Chandler*

---

Dated the *19th* day of *March* 1990

Witness to the above signatures:-

*V. J. Williams*

V. J. Williams

35 Basinghall Street  
London EC2V 5DB



**APPENDIX TO ARTICLES:**

**THE COMPANIES ACT 2006**

**BELL POTTINGER PUBLIC AFFAIRS LIMITED**

Article 8A

- (a) Notwithstanding anything contained in these articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration of it where the transfer.
- (i) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution ("a Secured Institution"), or
  - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
  - (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2126064

The Registrar of Companies for England and Wales hereby certifies that  
QBO BELL POTTINGER LIMITED

having by special resolution changed its name, is now incorporated

under the name of

BELL POTTINGER PUBLIC RELATIONS LIMITED

2126064

Given at Companies House, Cardiff, the 7th April 2006



\*C021260646\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

HC006B

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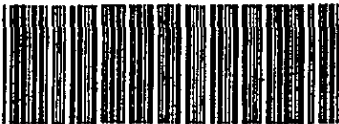
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2126064

The Registrar of Companies for England and Wales hereby certifies that  
BELL POTTINGER PUBLIC RELATIONS LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
QBO BELL POTTINGER LIMITED

Given at Companies House, Cardiff, the 28th February 2003



\*C02126064R\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC006B

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**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2126064

The Registrar of Companies for England and Wales hereby certifies that  
GREEN MOON LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
BELL POTTINGER PUBLIC RELATIONS LIMITED

Given at Companies House, Cardiff, the 16th June 2000



\*C02126064F\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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

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**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2126064

I hereby certify that

**PARTFLARE LIMITED**

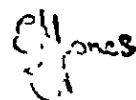
having by special resolution changed its name,

is now incorporated under the name of

**GREEN MOON LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 12 JUNE 1967

  
MRS. E. J. JONES

an authorised officer

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2126064

I hereby certify that

PARTEFLARE LIMITED

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

Given under my hand at the Companies Registration Office,

Cardiff the

24TH APRIL 1987

A handwritten signature in black ink, appearing to be 'D. J. J. J. J.'.

D. J. J. J. J.

an authorised officer

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2488264

The Registrar of Companies for England and Wales hereby certifies that  
LOWE BELL POLITICAL LIMITED

having by special resolution changed its name, is now incorporated

under the name of

BELL POTTINGER PUBLIC AFFAIRS LIMITED

2488264

Given at Companies House, Cardiff, the 6th March 1998



\*C024882645\*

*R. C. Edwards*  
R. C. EDWARDS

For the Registrar of Companies



COMPANIES HOUSE

HC0068

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

**No. 2488264**

**I hereby certify that**

**LOWE BELL ADMINISTRATION LIMITED**

**having by special resolution changed its name,**

**is now incorporated under the name of**

**LOWE BELL POLITICAL LIMITED**

**Given under my hand at the Companies Registration Office,**

**Cardiff the 20 JANUARY 1994**

**an authorised officer**



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

**No. 2488264**

**I hereby certify that**

**TRUSHELFCO (NO. 1628) LIMITED**

**having by special resolution changed its name,**

**is now incorporated under the name of**

**LOWE BELL ADMINISTRATION LIMITED**

**Given under my hand at the Companies Registration Office,**

**Cardiff the 7 SEPTEMBER 1990**

*Mrs. R. Moss*  
**MRS. R. MOSS**

**an authorised officer**

**FILE COPY**



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

**No. 2488264**

**I hereby certify that**

**TRUSHELFCO (NO. 1628) LIMITED**

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

**Given under my hand at the Companies Registration Office,  
Cardiff the 3 APRIL 1990**

*P. J. ...*

**an authorised officer**

8 The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

Notice of general meetings

9. Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the company, and also to the auditors or, if more than one, each of them. The last sentence of Regulation 38 of Table A shall not apply.

Votes of members

10. At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and every proxy for any member (regardless of the number or the holdings of the members for whom he is a proxy) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder. Regulation 54 of Table A shall not apply.

Members may vote when money payable by them

11. Regulation 57 of Table A shall not apply.

Delivery of proxies

12. The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the instrument certified notari ally or in some other manner approved by the directors, may be delivered to the office (or to such other place or to such person as may be specified or agreed by the directors) before the time for holding the meeting or adjourned meeting at which

the person named in the instrument proposes to act or, in case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this article. Regulation 62 of Table A shall not apply.

#### Alternate directors

13 Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.

#### Power to provide for employees

14 The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

#### Power to receive uncalled monies

15 The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and remaining unpaid on any shares held by him.

#### Delegation of directors' powers

16 The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee of directors or to a director as a member of such a

5  
committee shall include a committee established under this article or such person or persons

Appointment and removal of directors by majority shareholders

17 Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at general meetings of the company may by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed)

Appointment of directors by board

18. Without prejudice to the powers conferred by any other article, any person may be appointed a director by the directors, either to fill a vacancy or as an additional director.

No age limit or share qualification

19 No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age. No shareholding qualification for directors shall be required.

Exclusion of rotation requirements and other provisions

20 Regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.

Disqualification and removal of directors

21. The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.

Directors' gratuities and pensions

22. The directors may exercise all the powers of the company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 of Table A shall not apply.

Notice of board meetings

23. Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the company for this purpose, or by any other means authorised in writing by the director concerned. A director absent or intending to be absent from the United Kingdom may request the directors that notices of meetings of the directors shall during his absence be sent in writing to him at an address or to a fax or telex number given by him to the company for this purpose, but if no request is made to the directors it shall not be necessary to

give notice of a meeting of the directors to any director who is for the time being absent from the United Kingdom. A director may waive notice of any meeting either prospectively or retrospectively. Regulation 88 of Table A shall be modified accordingly.

Participation in board meetings by telephone

24. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

Directors may vote when interested

25. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with the Act. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 and 95 of Table A shall not apply.

Official seal

26. The company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

Notices

27. Any notice or other document may be served on or delivered to any member by the company either personally, or by sending it by post addressed to the member at his registered address or by fax or telex to a number provided by the member for this purpose, or by leaving it at his registered address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall not apply.

Time of service

28. Any notice or other document, if sent by post, shall be deemed to have been served or delivered twenty four hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post, or sent by fax or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 of Table A shall not apply.



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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

For and on behalf of  
TRUCIDATOR NOMINEES LIMITED  
35 Basinghall Street  
London EC2V 5DB

R. A. REEVE

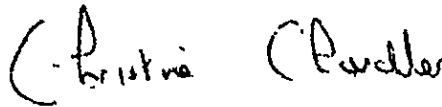
Authorised Signatory



For and on behalf of  
TREXCO LIMITED  
35 Basinghall Street  
London EC2V 5DB

C A. CHANDLER

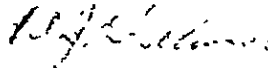
Authorised Signatory



---

Dated the 17th day of March 1990

Witness to the above signatures:-



V. J. Williams

35 Basinghall Street  
London EC2V 5DB

**APPENDIX TO ARTICLES:**

**THE COMPANIES ACT 2006**

**BELL POTTINGER PUBLIC AFFAIRS LIMITED**

Article 8A

- (a) Notwithstanding anything contained in these articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration of it where the transfer.
- (i) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution ("a Secured Institution"), or
  - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
  - (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2126064

The Registrar of Companies for England and Wales hereby certifies that  
QBO BELL POTTINGER LIMITED

having by special resolution changed its name, is now incorporated

under the name of

BELL POTTINGER PUBLIC RELATIONS LIMITED

2126064

Given at Companies House, Cardiff, the 7th April 2006



\*C021260646\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

HC006B

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2126064

The Registrar of Companies for England and Wales hereby certifies that  
BELL POTTINGER PUBLIC RELATIONS LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
QBO BELL POTTINGER LIMITED

Given at Companies House, Cardiff, the 28th February 2003



\*C02126064R\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC006B

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2126064

The Registrar of Companies for England and Wales hereby certifies that  
GREEN MOON LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
BELL POTTINGER PUBLIC RELATIONS LIMITED

Given at Companies House, Cardiff, the 16th June 2000



\*C02126064F\*



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

C006

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2126064

I hereby certify that

**PARTFLARE LIMITED**

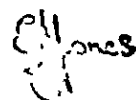
having by special resolution changed its name,

is now incorporated under the name of

**GREEN MOON LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 12 JUNE 1967

  
MRS. E. J. JONES

an authorised officer

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2126064

I hereby certify that

PARTEFLARE LIMITED

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

Given under my hand at the Companies Registration Office,

Cardiff the

24TH APRIL 1987

A handwritten signature in dark ink, appearing to be 'D. J. J. J. J.'.

D. J. J. J. J.

an authorised officer

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2488264

The Registrar of Companies for England and Wales hereby certifies that  
LOWE BELL POLITICAL LIMITED

having by special resolution changed its name, is now incorporated

under the name of

BELL POTTINGER PUBLIC AFFAIRS LIMITED

2488264

Given at Companies House, Cardiff, the 6th March 1998



\*C024882645\*

*R. C. Edwards*  
R. C. EDWARDS

For the Registrar of Companies



COMPANIES HOUSE

HC0068



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

**No. 2488264**

**I hereby certify that**

**LOWE BELL ADMINISTRATION LIMITED**

**having by special resolution changed its name,**

**is now incorporated under the name of**

**LOWE BELL POLITICAL LIMITED**

**Given under my hand at the Companies Registration Office,**

**Cardiff the 20 JANUARY 1994**

**an authorised officer**

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

**No. 2488264**

**I hereby certify that**

**TRUSHELFCO (NO. 1628) LIMITED**

**having by special resolution changed its name,**

**is now incorporated under the name of**

**LOWE BELL ADMINISTRATION LIMITED**

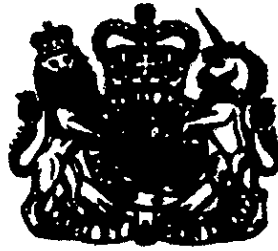
**Given under my hand at the Companies Registration Office,**

**Cardiff the 7 SEPTEMBER 1990**

*Mrs. R. Moss*  
**MRS. R. MOSS**

**an authorised officer**

**FILE COPY**



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

**No. 2488264**

**I hereby certify that**

**TRUSHELFCO (NO. 1628) LIMITED**

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

**Given under my hand at the Companies Registration Office,  
Cardiff the 3 APRIL 1990**

*P. J. ...*

**an authorised officer**



**Companies House**  
— for the record —

# AR01 (ef)

## Annual Return



Received for filing in Electronic Format on the: **06/01/2012**

X0ZZNGF6

*Company Name:* **BELL POTTINGER PUBLIC AFFAIRS LIMITED**

*Company Number:* **02488264**

*Date of this return:* **06/01/2012**

*SIC codes:* **82990**

*Company Type:* **Private company limited by shares**

*Situation of Registered Office:* **14 CURZON STREET  
LONDON  
UNITED KINGDOM  
W1J 5HN**

## Officers of the company

### *Company Secretary 1*

*Type:* **Person**  
*Full forename(s):* **MR ROBERT EDWARD**

*Surname:* **DAVISON**

*Former names:*

*Service Address recorded as Company's registered office*

*Company Director* 1

*Type:* **Person**

*Full forename(s):* **PETER**

*Surname:* **BINGLE**

*Former names:*

*Service Address:* **35 WESTMORELAND TERRACE  
LONDON  
UNITED KINGDOM  
SW1V 4AQ**

*Country/State Usually Resident:* **ENGLAND**

*Date of Birth:* **23/11/1959**

*Nationality:* **BRITISH**

*Occupation:* **COMPANY DIRECTOR**

---

*Company Director* 2

*Type:* **Person**  
*Full forename(s):* **TIMOTHY WILLIAM GEORGE**

*Surname:* **COLLINS**

*Former names:*

*Service Address:* **4 BROWNING CLOSE  
STRATFORD UPON AVON  
WARWICKSHIRE  
UNITED KINGDOM  
CV37 7PF**

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **07/05/1964**                      *Nationality:* **BRITISH**

*Occupation:* **MANAGING DIRECTOR**

---

*Company Director* 3

*Type:* **Person**  
*Full forename(s):* **JOHN HENRY**

*Surname:* **LEECE**

*Former names:*

*Service Address:* **12 MAYFIELD ROAD  
WIMBLEDON  
LONDON  
UNITED KINGDOM  
SW19 3NF**

*Country/State Usually Resident:* **ENGLAND**

*Date of Birth:* **21/01/1958**                      *Nationality:* **BRITISH**  
*Occupation:* **FINANCE DIRECTOR**

## Statement of Capital (Share Capital)

---

<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>2</b>
		<i>Aggregate nominal value</i>	<b>2</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>1</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *Prescribed particulars*

THE SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS.

---

## Statement of Capital (Totals)

---

<i>Currency</i>	<b>GBP</b>	<i>Total number of shares</i>	<b>2</b>
		<i>Total aggregate nominal value</i>	<b>2</b>

---

### *Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 06/01/2012 or that had ceased to be shareholders since the made up date of the previous Annual Return

*A full list of shareholders for the company are shown below*

*Shareholding 1* : 1 ORDINARY shares held as at the date of this return  
*Name:* BELL POTTINGER CONSULTANTS LIMITED

*Shareholding 2* : 1 ORDINARY shares held as at the date of this return  
*Name:* MARK WILLIAM SMITH

---

### *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.



**Company Registration No. 2488264**

**Bell Pottinger Public Affairs Limited**

**Report and Financial Statements**

**31 December 2010**

THURSDAY



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LD2

01/09/2011

114

COMPANIES HOUSE

# **Bell Pottinger Public Affairs Limited**

## **Report and financial statements 2010**

<b>Contents</b>	<b>Page</b>
<b>Officers and professional advisers</b>	<b>1</b>
<b>Directors' report</b>	<b>2</b>
<b>Directors' responsibilities statement</b>	<b>4</b>
<b>Independent auditor's report</b>	<b>5</b>
<b>Profit and loss account</b>	<b>7</b>
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# **Bell Pottinger Public Affairs Limited**

## **Report and financial statements 2010**

### **Officers and professional advisers**

#### **Directors**

P Bingle  
J H Leece  
T W G Collins  
L J McCloy (resigned 18 February 2011)  
N R Stockley

#### **Secretary**

R E Davison

#### **Registered Office**

14 Curzon Street  
London  
W1J 5HN

#### **Bankers**

National Westminster Bank Plc  
PO Box 4RY  
250 Regent Street  
London  
W1A 4RY

#### **Solicitors**

Slaughter and May  
1 Bunhill Row  
London  
EC1Y 8YY

#### **Auditor**

Deloitte LLP  
2 New Street Square  
London  
EC4A 3BZ

# Bell Pottinger Public Affairs Limited

## Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 2010

This Directors' Report has been prepared in accordance with the special provisions relating to small companies under s418 of the Companies Act 2006

### Review of business and future developments

The company is principally engaged in acting as government relations advisers and consultants and it is the intention of the directors that it should continue to do so

### Results and dividends

The company's profit and loss account is set out on page 7 and shows a profit after taxation for the year of £551,919 (2009 – loss of £9,943) Dividends paid in the year amounted to £375,000 (2009 – nil)

### Directors

The directors, who served throughout the year unless otherwise noted, are set out on page 1

### Risk management

The company's financial instruments comprise cash and various items such as trade debtors and trade creditors that arise directly from its operations

It is, and has been throughout the period under review, the company's policy that no trade in financial instruments shall be undertaken

The main risks arising from the company's financial instruments are credit risk, interest rate risk and liquidity risk The policy for managing these risks is reviewed and agreed by the parent undertaking, Chime Communications plc ("Chime")

*Credit risk* the company's credit risk is primarily attributable to its trade debtors The amounts presented in the balance sheet are net of allowances for doubtful receivables An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows

*Interest rate risk* cash deposits and loan drawdowns are pooled under Chime's banking facility and then are held either at variable rates of interest or at rates of interest fixed for periods of no longer than three months The interest for the company is borne by another group company

*Liquidity risk* the company operates under Chime's banking facility Chime holds committed facilities of £30 million until June 2013 Chime also has an uncommitted facility available of £2 million, which is reviewed on a rolling basis

*Client retention* the company competes for clients in a highly competitive industry The company manages this risk by providing added value services to its clients and by maintaining strong client relationships

*Fair values of financial assets and financial liabilities* at 31 December 2010 there was no material difference between the fair value of financial assets and financial liabilities and their book value

All monetary assets and liabilities are denominated in the same currency as the functional currency of the operations involved

*Employee issues* retention of key employees is considered to be a key priority

# Bell Pottinger Public Affairs Limited

## Directors' report (continued)

### Creditor payment terms

The company's policy on suppliers is that they will be paid in accordance with agreed terms and conditions of trade on a regular basis

The number of days outstanding between receipt of invoices and date of payment, calculated by reference to the average amount owed to trade creditors as a proportion of the amounts invoiced by suppliers during the year, was 19 days in aggregate (2009 – 17 days)

### Going concern

The accounts have been prepared on a going concern basis (see note 1)

### Auditor

Each of the persons who is a director at the date of approval of this report confirms that

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

Deloitte LLP have expressed their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be reappointed as auditor in the absence of an Annual General Meeting

Approved by the Board of Directors  
and signed on behalf of the Board



J H Leece  
Director

1<sup>st</sup> Sept 2011

# **Bell Pottinger Public Affairs Limited**

## **Directors' responsibilities statement**

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **Independent auditor's report to the members of Bell Pottinger Public Affairs Limited**

We have audited the financial statements of Bell Pottinger Public Affairs Limited for the year ended 31 December 2010 which comprise the profit and loss account, the reconciliation of movements in shareholders' funds, the balance sheet and the related notes 1 to 18. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of directors and auditor**

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### **Scope of the audit of financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **Opinion**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on matters prescribed in the Companies Act 2006**

In our opinion the information in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

## **Independent auditors report to the members of Bell Pottinger Public Affairs Limited (continued)**

### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report

*Sarah Shillingford*

Sarah Shillingford (Senior Statutory Auditor)  
for and on behalf of Deloitte LLP  
Chartered Accountants and Statutory Auditor  
London, United Kingdom  
1 September 2011



## Bell Pottinger Public Affairs Limited

### Profit and loss account Year ended 31 December 2010

	Notes	2010 £	2009 £
Turnover	1, 2	4,967,841	3,969,624
Cost of sales		<u>(439,385)</u>	<u>(477,289)</u>
Gross profit		4,528,456	3,492,335
Administrative expenses		<u>(3,698,792)</u>	<u>(3,458,925)</u>
Operating profit	3, 4	829,664	33,410
Other interest receivable and similar income	5	<u>152</u>	<u>-</u>
Profit on ordinary activities before taxation		829,816	33,410
Tax on profit on ordinary activities	6	<u>(277,897)</u>	<u>(43,353)</u>
Profit/(loss) on ordinary activities after taxation		<u><u>551,919</u></u>	<u><u>(9,943)</u></u>

All activities derive from continuing operations

There are no other recognised gains or losses for the current or preceding financial year other than as stated in the profit and loss account. Accordingly, no statement of total recognised gains and losses is presented.

## Bell Pottinger Public Affairs Limited

### Reconciliation of movements in shareholders' funds Year ended 31 December 2010

		2010 £	2009 £
Profit/(loss) for the financial year		551,919	(9,943)
Dividends paid	7	(375,000)	-
Credit in relation to share-based payments		17,103	19,989
<b>Net increase in shareholders' funds</b>		<u>194,022</u>	<u>10,046</u>
<b>Opening shareholders' funds</b>		<u>13,539</u>	<u>3,493</u>
<b>Closing shareholders' funds</b>		<u><u>207,561</u></u>	<u><u>13,539</u></u>

# Bell Pottinger Public Affairs Limited

## Balance sheet 31 December 2010

	Notes	2010 £	2009 £
<b>Fixed assets</b>			
Tangible assets	8	20,606	31,835
<b>Current assets</b>			
Work in progress		8,186	36,385
Debtors	9	1,131,238	1,297,718
Cash at bank and in hand		333,653	238
		1,473,077	1,334,341
<b>Creditors: amounts falling due within one year</b>	10	(1,286,122)	(1,352,637)
<b>Net current assets/(liabilities)</b>		186,955	(18,296)
<b>Net assets</b>		207,561	13,539
<b>Capital and reserves</b>			
Called up share capital	11	2	2
Share-based payments reserve	12, 14	89,868	72,765
Profit and loss account	12	117,691	(59,228)
<b>Shareholders' funds</b>		207,561	13,539

The financial statements of Bell Pottinger Public Affairs Limited, registered number 2488264, were approved by the Board of Directors on *1st Sept.* 2011

Signed on behalf of the Board of Directors

  
J H Leece  
Director

# Bell Pottinger Public Affairs Limited

## Notes to the financial statements Year ended 31 December 2010

### 1. Accounting policies

The financial statements are prepared in accordance with applicable United Kingdom law and Accounting Standards. The particular accounting policies adopted by the directors are described below. They have all been applied consistently throughout the year and the preceding year.

#### Accounting convention

The financial statements are prepared under the historical cost convention.

The company has taken advantage of the exemption contained in FRS 29 "Financial Instruments Disclosures" and has not produced any disclosures required by that standard, as full FRS 29 disclosures are available in the Chime Communications plc Annual Report for the year ended 31 December 2010.

#### Going concern

The directors have prepared forecasts which indicate that the company has adequate resources to continue in operational existence for the foreseeable future. In preparing these forecasts the directors have taken into account the following key factors:

- the rate of growth of the UK economy on the company's business during the economic recovery,
- key client account renewals,
- the level of committed and variable costs, and
- current new business targets compared to levels achieved in previous years.

The directors have concluded, based on the cash flow forecasts, that it is appropriate to prepare the accounts on a going concern basis.

#### Turnover

Turnover represents amounts receivable from clients, exclusive of value added tax, in respect of charges for fees, rechargeable expenses and commission. Turnover relates to the principal activity of the company, public affairs consultancy, which takes place principally in the United Kingdom. Revenue is recognised when charges are made to clients. Fees are recognised over the period of the relevant assignments or agreements.

#### Fixed assets

Fixed assets are stated at cost less depreciation and any provision for impairment.

Depreciation is provided in equal instalments over the estimated useful lives of the assets using the following annual rates:

Short-term leasehold improvements	-	20%
Fixtures, fittings and equipment (including computer equipment)	-	25%

#### Work in progress

Work in progress is stated at the lower of invoiced cost and net realisable value, net of payments received on account. Cost represents work supplied from outside the group awaiting billing to clients at the year end.

#### Pension costs

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company and the group in an independently administered fund. The pension cost is the amount of contributions payable by the company to the fund in the accounting period.

# Bell Pottinger Public Affairs Limited

## Notes to the financial statements Year ended 31 December 2010

### 1. Accounting policies (continued)

#### Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date

Deferred tax is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

#### Share-based payments

The company has applied the requirements of FRS 20 "Share-based Payments". In accordance with the transitional provisions, FRS 20 has been applied to all grants of equity instruments after 7 November 2002 that were unvested as of 1 January 2005.

The ultimate parent company, Chime Communications plc ("Chime"), issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

Fair value is measured for all schemes by use of the Black-Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

A liability equal to the portion of the goods or services received is recognised at the current fair value determined at each balance sheet date for cash-settled share-based payments.

Chime also provides employees with the ability to purchase the group's ordinary shares at 80% of the current market value. The company records an expense, based on its estimate of the 20% discount related to shares expected to vest on a straight-line basis over the vesting period.

#### Cash flow statement

Under the provisions of FRS 1 "Cash Flow Statements", the company is exempt from the requirement to produce a cash flow statement on the grounds that it is a wholly owned subsidiary of a parent undertaking which has produced a cash flow statement in its consolidated accounts.

# Bell Pottinger Public Affairs Limited

## Notes to the financial statements Year ended 31 December 2010

### 2 Business and geographical segments

In the opinion of the directors all turnover is derived from one class of business, namely public relations. The following table provides an analysis of the company's turnover by geographical market, based on the billing location of the client

	Turnover by geographical market	
	2010	2009
	£	£
United Kingdom	4,387,983	3,815,920
Europe, Middle East and Africa	211,573	129,741
USA and rest of the world	368,285	23,963
	<u>4,967,841</u>	<u>3,969,624</u>

### 3. Directors' emoluments and employee remuneration

	2010	2009
	£	£
The aggregate emoluments of the directors were		
Aggregate emoluments excluding pension contributions	852,416	724,268
Pension contributions	47,250	49,206
	<u>899,666</u>	<u>773,474</u>
The emoluments of the highest paid director were		
Aggregate emoluments excluding pension contributions	410,197	284,425
Pension contributions	26,500	26,500
	<u>436,697</u>	<u>310,925</u>

One director (2009 - one) has retirement benefits accruing under a personal pension scheme

One director (2009 - one) exercised share options in Chime Communications plc during the year

## Bell Pottinger Public Affairs Limited

### Notes to the financial statements Year ended 31 December 2010

#### 3 Directors' emoluments and employee remuneration (continued)

	2010 £	2009 £
Employee costs, including those of the directors, were as follows		
Wages and salaries	1,880,191	1,670,355
Social security costs	242,905	204,346
Other pension costs	69,220	73,481
Costs of share options granted to directors and employees	17,103	19,989
	<u>2,209,419</u>	<u>1,968,171</u>
	No.	No.
The average number of persons employed during the year was		
Consultancy	24	26
Administration	1	1
	<u>25</u>	<u>27</u>

#### 4. Operating profit

	2010 £	2009 £
Operating profit is stated after charging		
Depreciation of owned tangible fixed assets	12,711	20,149
Loss on disposal of fixed assets	-	2,534
Fees payable to the company's auditor for the audit of the annual accounts	8,100	8,200
Fees payable to the company's auditor for tax services	3,200	3,575
	<u>12,711</u>	<u>24,458</u>

#### 5. Other interest receivable and similar income

	2010 £	2009 £
Other interest	152	-
	<u>152</u>	<u>-</u>

#### 6. Tax on profit on ordinary activities

##### *Analysis of tax charge on ordinary activities*

	2010 £	2009 £
UK Corporation tax at 28% (2009 – 28%) based on profit for the year	273,728	66,788
Adjustment in respect of prior years	(1,490)	(10,977)
Deferred taxation		
Origination and reversal of timing differences	4,166	(11,467)
Adjustments in respect of prior years	1,493	(991)
	<u>277,897</u>	<u>43,353</u>

# Bell Pottinger Public Affairs Limited

## Notes to the financial statements Year ended 31 December 2010

### 6 Tax on profit on ordinary activities (continued)

#### *Factors affecting tax charge*

	2010	2009
	%	%
Standard tax rate for period as a percentage of profits	28.0	28.0
Effects of		
Expenses not deductible for tax purposes	5.4	137.7
Deferred tax movements		
Prior period adjustments	(0.2)	(32.9)
Rate reduction	0.1	-
Capital allowances in excess of depreciation	-	(10.9)
Other deferred tax movements	(0.5)	45.2
	<u>32.8</u>	<u>167.1</u>

#### Future changes to tax legislation

The Finance Act 2010, which was substantively enacted on 21 July 2010, provided for a reduction in the main rate of corporation tax from 28% to 27% effective from 1 April 2011. Subsequent to the balance sheet date, on 29 March 2011 under the Provisional Collection of Taxes Act, the corporation tax rate was reduced to 26% with effect from 1 April 2011. As this additional 1% amendment had not been enacted at the balance sheet date the benefit has not been reflected in the company's effective tax rate.

The Government has also indicated that it intends to enact future reductions in the main tax rate of 1% each year down to 23% by 1 April 2014. The future 1% main tax rate reductions are expected to have a similar impact on the company's financial statements as outlined above, subject to the impact of other developments in the company's tax position which may reduce the beneficial effect of this in the company's tax rate. As the further reductions in UK corporate tax rates have not been substantially enacted at the balance sheet date, this is considered a non-adjusting event and no adjustments have been made. The impact of any further reduction will be taken into account at subsequent reporting dates, once the change has been substantively enacted.

### 7. Dividends paid

	2010	2009
	£	£
Final paid dividend £187,500 per ordinary share (2009 – nil)	<u>375,000</u>	<u>-</u>



## Bell Pottinger Public Affairs Limited

### Notes to the financial statements Year ended 31 December 2010

#### 8. Tangible fixed assets

	Short-term leasehold improvements £	Fixtures, fittings and equipment £	Total £
<b>Cost</b>			
At 1 January 2010	24,047	76,341	100,388
Additions	-	1,482	1,482
At 31 December 2010	<u>24,047</u>	<u>77,823</u>	<u>101,870</u>
<b>Accumulated depreciation</b>			
At 1 January 2010	9,418	59,135	68,553
Charge for the year	4,716	7,995	12,711
At 31 December 2010	<u>14,134</u>	<u>67,130</u>	<u>81,264</u>
<b>Net book value</b>			
At 31 December 2010	<u>9,913</u>	<u>10,693</u>	<u>20,606</u>
At 31 December 2009	<u>14,629</u>	<u>17,206</u>	<u>31,835</u>

#### 9. Debtors: amounts due within one year

	2010 £	2009 £
Trade debtors	1,046,721	1,176,458
Amounts owed by group undertakings	7,163	7,024
Deferred tax asset	22,677	28,336
Other debtors	12,253	35,265
Prepayments and accrued income	42,424	50,635
	<u>1,131,238</u>	<u>1,297,718</u>

#### *Movement on deferred tax asset in the year*

	2010 £	2009 £
At 1 January	28,336	15,878
(Charge)/credit to profit and loss account	(5,659)	12,458
At 31 December	<u>22,677</u>	<u>28,336</u>

# Bell Pottinger Public Affairs Limited

## Notes to the financial statements Year ended 31 December 2010

### 9 Debtors amounts due within one year (continued)

*An analysis of the deferred tax asset is given below*

	2010 £	2009 £
Capital allowances in excess of depreciation	9,251	9,678
Short term timing differences	-	1,492
Share-based payments	13,426	17,166
	<u>22,677</u>	<u>28,336</u>
At 31 December	<u>22,677</u>	<u>28,336</u>

### 10 Creditors: amounts falling due within one year

	2010 £	2009 £
Bank overdraft	-	318,608
Trade creditors	60,129	32,895
Amounts owed to group undertakings	144,815	351,020
Corporation tax	273,728	18,342
Social security creditor	58,092	53,170
Other creditors	188,022	140,446
Accruals and deferred income	561,336	438,156
	<u>1,286,122</u>	<u>1,352,637</u>

### 11. Share capital

	2010 £	2009 £
<b>Authorised</b>		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
<b>Allotted, called up and fully paid</b>		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

### 12 Statement of movements on reserves

	Share-based payments reserve £	Profit and loss account £
At 1 January 2010	72,765	(59,228)
Profit for the year	-	551,919
Dividends paid	-	(375,000)
Credit in relation to share-based payments (see note 14)	17,103	-
	<u>89,868</u>	<u>117,691</u>
At 31 December 2010	<u>89,868</u>	<u>117,691</u>

# Bell Pottinger Public Affairs Limited

## Notes to the financial statements Year ended 31 December 2010

### 13 Pension scheme

The company makes contributions to the group's defined contribution scheme. The assets of the scheme are held separately from those of the company and the group and the scheme is independently administered. The amount charged in the profit and loss account for the year ended 31 December 2010 was £42,720 (2009 – £46,981). In addition, contributions of £26,500 (2009 – £26,500) were made to the personal pension schemes of employees.

### 14 Share-based payments

The employees of the company participate in three share plans operated by the parent company, Chime Communications plc: an executive share option scheme, an employee savings related scheme (SAYE), and a deferred share scheme.

The company recognised total expenses of £17,103 relating to equity-settled share-based payment transactions (2009 - £19,989).

#### *Executive Share Option Scheme*

The exercise price of the options granted under the executive share option scheme is equal to the market value of Chime's shares at the time when the options are granted. The vesting period is generally three years but if the options are special options it is five years. If the options remain unexercised after a period of 10 years from the date of grant, the options expire. Furthermore, options are forfeited if the employee leaves the group before the options vest. All executive options granted from November 1997 (other than special executive options) are subject to performance criteria as set out in the report to the shareholders on directors' remuneration in the group annual report.

#### *SAYE Scheme*

Employees of the company participate in the employee savings related scheme (SAYE) run by the parent company, Chime Communications plc. The exercise price of the options granted under the employee savings related scheme is 80% of the market value at the date of offer. The vesting period is five years. If the options remain unexercised six months after this date, the options expire. Furthermore, the options are forfeited if the employee leaves the group before the options vest.

	2010		2009	
	Options	Weighted average exercise price (£)	Options	Weighted average exercise price (£)
Outstanding at the beginning of the year	62,927	1 194	54,015	1 553
Granted during the year	6,018	1 550	26,985	0 675
Lapsed during the year	-	-	(10,073)	1 528
Exercised during the year	(6,468)	1 467	(8,000)	1 450
	<u>62,477</u>	<u>1 200</u>	<u>62,927</u>	<u>1 194</u>
Number of options exercisable at the end of the period	27,500		27,500	
Weighted average contractual life of share options outstanding	1,321 days		1,622 days	

Options outstanding at year end have exercise prices between £0 675 and £1 975.

# Bell Pottinger Public Affairs Limited

## Notes to the financial statements Year ended 31 December 2010

### 14 Share-based payments (continued)

New options were granted on 12 May 2010 (2009 – 22 May). The weighted average exercise price is £1.55 and the remaining contractual life is 5 years. The expected fair value of the options granted is £1,860 (2009 - £2,695).

The fair value of the options was calculated using the Black-Scholes model. In valuing the options, the following assumptions were used:

	2010	2009
Weighted average share price	£1.938	£0.843
Weighted average exercise price	£1.550	£0.675
Expected volatility	51%	33.58%
Expected life — savings related scheme	5.6 years	5.0 years
Risk-free rate	0.50%	0.50%
Dividend yield	3.96%	4.10%

Expected volatility was determined by calculating the historical volatility of the group's share price over the previous two years.

#### *Deferred Share Scheme*

Under the deferred share scheme, restricted shares are awarded to employees at no cost to the employee. The vesting period is fixed at the grant date by the Remuneration Committee. Currently there are grants over vesting periods of two, three and four years from the date of award. If the employee leaves the group before vesting then the restricted shares are forfeited. The employee receives the dividend on the shares during the vesting period.

	Deferred shares	
	2010	2009
Outstanding at the beginning of the year	60,042	31,300
Awarded during the year	-	48,911
Lapsed during the year	(10,869)	(10,869)
Released during the year	(8,000)	(9,300)
Outstanding at the end of the year	41,173	60,042
Share price at date of award	£0.000	£0.920
Weighted average share price at date of release	£1.890	£1.175

The remaining contractual life of deferred shares outstanding at the end of the year is 411 days (2009 - 723 days). The estimated total fair value of shares awarded in 2009 is £29,668.

### 15. Contingent liabilities

The company, together with the ultimate parent company and certain other companies in the Chime Communications plc group, has given an unlimited cross-guarantee in favour of its bankers.

# Bell Pottinger Public Affairs Limited

## Notes to the financial statements Year ended 31 December 2010

### 16. Controlling parties

The ultimate parent company, controlling party and the parent undertaking of the largest group for which the group accounts are prepared and of which the company is a member is Chime Communications plc, which is incorporated in Great Britain and registered in England and Wales. Copies of its financial statements are available from Companies House, Crown Way, Maindy, Cardiff CF14 3UZ. The company's immediate parent undertaking and its immediate controlling party is Bell Pottinger Consultants Limited, incorporated in Great Britain and registered in England and Wales. Chime Communications plc is the smallest and largest group to consolidate these financial statements.

### 17. Related party transactions

#### Trading transactions

During the year the company entered into the following transactions with related parties

	Revenue and other income		Purchases and other operating costs		Amounts owed by related parties		Amounts owed to related parties	
	2010	2009	2010	2009	2010	2009	2010	2009
	£	£	£	£	£	£	£	£
<b>Associates</b>								
Rare Corporate Design Limited	-	-	42,324	60,135	-	-	1,288	3,030
Naked Eye Research Limited	-	-	1,048	-	-	-	1,231	-
<b>Other</b>								
TTA Public Relations Limited	-	-	30,058	33,604	-	-	2,500	2,653
Pelham Bell Pottinger Limited	45,000	-	81,200	-	-	-	26,250	-
	<u>45,000</u>	<u>-</u>	<u>154,630</u>	<u>93,739</u>	<u>-</u>	<u>-</u>	<u>31,269</u>	<u>5,683</u>

Rare Corporate Design Limited and Naked Eye Research Limited are associate companies of Chime Communications plc. TTA Public Relations Limited is 70% owned by Chime Communications plc and Pelham Bell Pottinger Limited is 60% owned by Chime Communications plc.

Services were provided to related parties at the group's usual list prices. Purchases were made at market price.

The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received. No provisions have been made for doubtful debts in respect of the amounts owed by related parties.

### 18. Loan to Director

On 1 January 2010 there was an outstanding interest free loan of £27,250 to a director, Peter Bingle. The full amount of the loan was repaid by 31 July 2010. £27,250 was the maximum amount of the loan outstanding during that period.

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# BELL POTTINGER PUBLIC AFFAIRS LIMITED

Company number **02488264**

Registered office address

6th Floor Holborn Gate, 330 High Holborn, London, United Kingdom, WC1V 7QD

Company status

Dissolved

Dissolved on

4 March 2014

Company type

Private limited Company

Incorporated on

3 April 1990

## Accounts

Last accounts made up to **31 December 2011**

## Annual return

Last annual return made up to **6 January 2013**

## Nature of business (SIC)

- 82990 - Other business support service activities not elsewhere classified

## Previous company names

Name	Period
LOWE BELL POLITICAL LIMITED	20 Jan 1994 - 06 Mar 1998
LOWE BELL ADMINISTRATION LIMITED	07 Sep 1990 - 20 Jan 1994
TRUSHELFCO (NO. 1628) LIMITED	03 Apr 1990 - 07 Sep 1990

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Company number **02488264**

Date	Type	Description	View / Download
04 Mar 2014	GAZ2(A)	<b>Final Gazette</b> dissolved via voluntary strike-off	(1 page)
19 Nov 2013	GAZ1(A)	<b>First Gazette</b> notice for voluntary strike-off	(1 page)
06 Nov 2013	DS01	<b>Application to strike the company off the register</b>	(3 pages)
05 Mar 2013	AR01	<b>Annual return</b> made up to 6 January 2013 with full list of shareholders Statement of capital on 2013-03-05 <ul style="list-style-type: none"> <li>• GBP 2</li> </ul>	(4 pages)
05 Mar 2013	AD01	<b>Registered office address changed</b> from 5Th Floor Holborn Gate 330 High Holborn London WC1V 7QD on 5 March 2013	(1 page)
04 Mar 2013	CH01	<b>Director's details changed</b> for Timothy William George Collins on 1 January 2013	(2 pages)
17 Jan 2013	AP03	<b>Appointment</b> of Thomas George Tolliss as a secretary	(3 pages)
17 Jan 2013	TM02	<b>Termination of appointment</b> of Natalie Barone as a secretary	(2 pages)
20 Nov 2012	TM01	<b>Termination of appointment</b> of John Leece as a director	(2 pages)
03 Oct 2012	AA	<b>Full accounts</b> made up to 31 December 2011	(22 pages)
30 Jul 2012	AP01	<b>Appointment</b> of Stephen Andrew Lotinga as a director	(3 pages)
17 Jul 2012	TM02	<b>Termination of appointment</b> of Robert Davison as a secretary	(1 page)
17 Jul 2012	MEM/ARTS	<b>Memorandum and Articles of Association</b>	(26 pages)
13 Jul 2012	AP03	<b>Appointment</b> of Natalie Barone as a secretary	(3 pages)
13 Jul 2012	AD01	<b>Registered office address changed</b> from 14 Curzon Street London W1J 5HN on 13 July 2012	(2 pages)
13 Jul 2012	AP01	<b>Appointment</b> of David Clive Beck as a director	(3 pages)



11 Jul 2012	RESOLUTIONS	Resolutions <ul style="list-style-type: none"><li>• RES01 - <b>Resolution of Memorandum and/or Articles of Association</b></li><li>• RES13 - Finance documents approved 30/06/2012</li></ul>	(2 pages)
10 Jul 2012	MG02	Declaration of satisfaction in full or in part of a mortgage or charge /full /charge no 3	(3 pages)
10 Jul 2012	MG02	Declaration of satisfaction in full or in part of a mortgage or charge /full /charge no 2	(3 pages)
10 Jul 2012	MG02	Declaration of satisfaction in full or in part of a mortgage or charge /full /charge no 1	(3 pages)
07 Jul 2012	MG01	Particulars of a mortgage or charge / charge no: 4	(11 pages)
19 Jun 2012	TM01	<b>Termination of appointment</b> of Peter Bingle as a director	(1 page)
06 Jan 2012	AR01	<b>Annual return</b> made up to 6 January 2012 with full list of shareholders	(5 pages)
09 Dec 2011	TM01	<b>Termination of appointment</b> of Neil Stockley as a director	(1 page)
05 Sep 2011	AA	<b>Full accounts</b> made up to 31 December 2010	(21 pages)

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Company number **02488264**

Date	Type	Description	View / Download
07 Jul 2011	AP01	<b>Appointment</b> of Neil Richard Stockley as a director	(1 page)
10 Mar 2011	AR01	<b>Annual return</b> made up to 31 January 2011 with full list of shareholders	(8 pages)
21 Feb 2011	TM01	<b>Termination of appointment</b> of Liam Mccloy as a director	(1 page)
02 Oct 2010	AA	<b>Full accounts</b> made up to 31 December 2009	(21 pages)
06 Feb 2010	AR01	<b>Annual return</b> made up to 31 January 2010 with full list of shareholders	(6 pages)
22 Jan 2010	TM01	<b>Termination of appointment</b> of Jonathan Caine as a director	(2 pages)
20 Jan 2010	AP01	<b>Appointment</b> of Timothy William George Collins as a director	(3 pages)
05 Nov 2009	AA	<b>Full accounts</b> made up to 31 December 2008	(21 pages)
14 Oct 2009	TM01	<b>Termination of appointment</b> of David Sowell as a director	(1 page)
02 Jul 2009	288b	Appointment terminated director paul montague-smith	(1 page)
05 Mar 2009	288b	Appointment terminated director luke chauveau	(1 page)
20 Feb 2009	363a	Return made up to 31/01/09; full list of members	(6 pages)
01 Nov 2008	AA	<b>Full accounts</b> made up to 31 December 2007	(23 pages)
13 Mar 2008	363a	Return made up to 31/01/08; full list of members	(4 pages)
27 Feb 2008	288a	Director appointed luke eric chauveau	(3 pages)
21 Feb 2008	288a	New director appointed	(3 pages)
21 Feb 2008	288a	New director appointed	(2 pages)
21 Feb 2008	288a	New director appointed	(2 pages)
21 Feb 2008	288a	New director appointed	(2 pages)
31 Oct 2007	AA	<b>Full accounts</b> made up to 31 December 2006	(23 pages)
16 Feb 2007	363a	Return made up to 31/01/07; full list of members	(2 pages)
04 Nov 2006	AA	<b>Full accounts</b> made up to 31 December 2005	(17 pages)
21 Feb 2006	363a	Return made up to 31/01/06; full list of members	(5 pages)
09 Nov 2005	AA	<b>Full accounts</b> made up to 31 December 2004	(15 pages)
03 Mar 2005	363a	Return made up to 31/01/05; full list of members	(5 pages)

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Company number **02488264**

Date	Type	Description	View / Download
13 Sep 2004	AA	<b>Full accounts</b> made up to 31 December 2003	(15 pages)
19 Aug 2004	288c	Director's particulars changed	(1 page)
10 Feb 2004	363a	Return made up to 31/01/04; full list of members	(5 pages)
17 Sep 2003	AA	<b>Full accounts</b> made up to 31 December 2002	(16 pages)
31 May 2003	395	Particulars of mortgage/charge	(3 pages)
12 Feb 2003	363a	Return made up to 31/01/03; full list of members	(5 pages)
20 Nov 2002	395	Particulars of mortgage/charge	(3 pages)
05 Nov 2002	AA	<b>Full accounts</b> made up to 31 December 2001	(16 pages)
23 Oct 2002	288b	Director resigned	(1 page)
18 Oct 2002	288a	New director appointed	(2 pages)
11 Oct 2002	288b	Director resigned	(1 page)
21 Feb 2002	363a	Return made up to 31/01/02; full list of members	(6 pages)
04 Dec 2001	288b	Director resigned	(1 page)
03 Dec 2001	288a	New director appointed	(2 pages)
22 Nov 2001	288b	Director resigned	(1 page)
22 Nov 2001	288b	Director resigned	(1 page)
29 Oct 2001	AA	<b>Full accounts</b> made up to 31 December 2000	(14 pages)
15 Jun 2001	288b	Director resigned	(1 page)
12 Mar 2001	363a	Return made up to 31/01/01; full list of members	(7 pages)
29 Nov 2000	288c	Director's particulars changed	(1 page)
29 Nov 2000	288b	Director resigned	(1 page)
02 Nov 2000	AA	<b>Full accounts</b> made up to 31 December 1999	(14 pages)
30 Aug 2000	288a	New director appointed	(2 pages)
02 Aug 2000	287	Registered office changed on 02/08/00 from: 46 hertford street mayfair london W1Y 8AX	(1 page)
24 Jul 2000	288b	Director resigned	(1 page)

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## BELL POTTINGER PUBLIC AFFAIRS LIMITED

Company number **02488264**

Date	Type	Description	View / Download
24 Jul 2000	288b	Director resigned	(1 page)
05 Feb 2000	363s	Return made up to 31/01/00; full list of members	(8 pages)
19 Jan 2000	288a	New director appointed	(2 pages)
19 Jan 2000	288b	Director resigned	(1 page)
19 Jan 2000	288b	Director resigned	(1 page)
19 Jan 2000	288a	New director appointed	(2 pages)
02 Nov 1999	AA	<b>Full accounts</b> made up to 31 December 1998	(14 pages)
06 Jul 1999	288a	New director appointed	(2 pages)
20 Apr 1999	363s	Return made up to 31/01/99; full list of members	(8 pages)
05 Nov 1998	288c	Director's particulars changed This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
31 Oct 1998	AA	<b>Full accounts</b> made up to 31 December 1997	(13 pages)
12 May 1998	288b	Director resigned	(1 page)
20 Mar 1998	288a	New director appointed	(2 pages)
06 Mar 1998	288a	New director appointed	(2 pages)
06 Mar 1998	363s	Return made up to 31/01/98; no change of members	(4 pages)
05 Mar 1998	CERTNM	Company name changed lowe bell political LIMITED\certificate issued on 06/03/98	(2 pages)
20 Feb	288a	New director appointed	(2 pages)

1998			
19 Feb 1998	288b	Director resigned	(1 page)
19 Feb 1998	288a	New director appointed	(2 pages)
19 Feb 1998	288a	New director appointed	(2 pages)
11 Feb 1998	288a	New secretary appointed	(2 pages)
23 Jan 1998	288b	Secretary resigned	(1 page)
23 Jan 1998	288a	New secretary appointed	(2 pages)
02 Nov 1997	AA	<b>Full accounts</b> made up to 31 December 1996	(15 pages)
11 Aug 1997	288c	Director's particulars changed	(1 page)

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## BELL POTTINGER PUBLIC AFFAIRS LIMITED

Company number **02488264**

Date	Type	Description	View / Download
27 May 1997	395	Particulars of mortgage/charge	(3 pages)
03 Mar 1997	363s	Return made up to 31/01/97; full list of members	(6 pages)
30 Oct 1996	AA	<b>Full accounts</b> made up to 31 December 1995	(15 pages)
18 Apr 1996	RESOLUTIONS	Resolutions <ul style="list-style-type: none"> <li>• ELRES - <b>Elective resolution</b></li> </ul>	(1 page)
18 Apr 1996	RESOLUTIONS	Resolutions <ul style="list-style-type: none"> <li>• ELRES - <b>Elective resolution</b></li> </ul>	(1 page)
18 Apr 1996	RESOLUTIONS	Resolutions <ul style="list-style-type: none"> <li>• ELRES - <b>Elective resolution</b></li> </ul> <p>This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.</p>	
18 Apr 1996	RESOLUTIONS	Resolutions <ul style="list-style-type: none"> <li>• ELRES - <b>Elective resolution</b></li> </ul> <p>This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.</p>	
12 Mar 1996	363s	Return made up to 31/01/96; no change of members	(4 pages)
10 Jul 1995	288	Director's particulars changed This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
30 Apr 1995	AA	<b>Accounts for a dormant company</b> made up to 30 June 1994	(1 page)
31 Jan 1995	363s	Return made up to 31/01/95; no change of members <ul style="list-style-type: none"> <li>• 363(288) - Director's particulars changed</li> </ul> <p>This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.</p>	
08 Jan	225(1)	Accounting reference date extended from 30/06 to 31/12	

		BELL POTTINGER PUBLIC AFFAIRS LIMITED - Filing history (free information from Companies House)	
1995			This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.
01 Jan 1995	PRE95		A selection of documents registered before 1 January 1995 This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.
01 Jan 1995	PRE95		A selection of documents registered before 1 January 1995 This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.
01 Jan 1995	PRE95		A selection of documents registered before 1 January 1995 This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.
01 Jan 1995	PRE95		A selection of documents registered before 1 January 1995 (28 pages)
07 Dec 1994	288		New director appointed This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.
07 Dec 1994	288		New director appointed This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.
26 May 1994	AA		<b>Accounts for a dormant company</b> made up to 30 June 1993 This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.
19 Apr 1994	287		Registered office changed on 19/04/94 from: 7 hertford street london W1Y 7DY This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.
09 Feb 1994	363s		Return made up to 31/01/94; full list of members This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.
19 Jan 1994	CERTNM		Company name changed lowe bell administration LIMITED\certificate issued on 20/01/94 This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.
24 Jan 1993	AA		<b>Accounts for a dormant company</b> made up to 30 June 1992 This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.
24 Jan 1993	363s		Return made up to 31/01/93; no change of members <ul style="list-style-type: none"><li>• 363(288) - Secretary's particulars changed;director's particulars changed</li></ul> This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.
29 Sep 1992	288		Director resigned;new director appointed This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.

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## BELL POTTINGER PUBLIC AFFAIRS LIMITED

Company number **02488264**

Date	Type	Description	View / Download
02 Feb 1992	AA	<b>Accounts for a dormant company</b> made up to 30 June 1991 This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
02 Feb 1992	RESOLUTIONS	Resolutions <ul style="list-style-type: none"> <li>• SRES03 - <b>Special resolution of exemption from the Appointing of Auditors</b></li> </ul> This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
02 Feb 1992	363a	Return made up to 31/01/92; no change of members This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
20 May 1991	363a	Return made up to 31/03/91; full list of members This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
14 May 1991	288	Director resigned;new director appointed This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
06 Sep 1990	CERTNM	Company name changed trushelfco (no. 1628) LIMITED\certificate issued on 07/09/90 This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
05 Sep 1990	288	Secretary resigned;new secretary appointed;director resigned;new director appointed This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
05 Sep 1990	287	Registered office changed on 05/09/90 from: 35 basinghall street london EC2V 5DB This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
05 Sep 1990	88(2)R	Ad 16/08/90----- £ si 2@1=2 £ ic 2/4 This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
05 Sep 1990	224	Accounting reference date notified as 30/06 This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
03 Apr 1990	NEWINC	<b>Incorporation</b>	(21 pages)

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# BELL POTTINGER PUBLIC AFFAIRS LIMITED

Company number **02488264**

- [Officers](#)
- [Persons with significant control \(https://beta.companieshouse.gov.uk/company/02488264/persons-with-significant-control\)](https://beta.companieshouse.gov.uk/company/02488264/persons-with-significant-control)

## Filter officers

Current officers

Apply filter

## 29 officers / 25 resignations

---

### TOLLISS, Thomas George

Correspondence address **6th, Floor Holborn Gate, 330 High Holborn, London, United Kingdom, WC1V 7QD**

Role **Secretary**

Appointed on **1 January 2013**

---

### BECK, David Clive

Correspondence address **6th, Floor Holborn Gate, 330 High Holborn, London, United Kingdom, WC1V 7QD**

Role **Director**

Date of birth **July 1962**

Appointed on **30 June 2012**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Co Director**

---

### COLLINS, Timothy William George

Correspondence address **6th, Floor Holborn Gate, 330 High Holborn, London, United Kingdom, WC1V 7QD**

Role **Director**

Date of birth **May 1964**

Appointed on **19 October 2009**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Managing Director**

---

## **LOTINGA, Stephen Andrew**

Correspondence address **6th, Floor Holborn Gate, 330 High Holborn, London, United Kingdom, WC1V 7QD**

Role **Director**

Date of birth **December 1980**

Appointed on **30 June 2012**

Nationality **British**

Country of residence **England**

Occupation **Managing Director**

---

## **BARONE, Natalie**

Correspondence address **5th Floor Holborn Gate, 330 High Holborn, London, Greater London, United Kingdom, WC1V 7QD**

Role Resigned **Secretary**

Appointed on **30 June 2012**

Resigned on **1 January 2013**

---

## **DAVISON, Robert Edward**

Correspondence address **23 Yeomans Close, Thorley Park, Bishops Stortford, Hertfordshire, CM23 4EU**

Role Resigned **Secretary**

Appointed on **1 January 1998**

Resigned on **30 June 2012**

---

## **SMITH, Mark William**

Correspondence address **The Coach House, Garston Park Ivy Mill Lane, Godstone, Surrey, RH9 8NE**

Role Resigned **Secretary**

Resigned on **1 January 1998**

---

## **BAVERSTOCK, Paul Antony**

Correspondence address **82 Littleton Street, Earlsfield, London, SW18 3SY**

Role Resigned **Director**

Date of birth **September 1967**

Appointed on **16 December 1999**

Resigned on **12 June 2001**

Nationality **British**

Occupation **Pr Consultant**

---

## **BELL, Kevin**

Correspondence address **65 Riverside Court, 20 Nine Elms Lane, London, SW8 5BY**

Role Resigned **Director**

Date of birth **September 1957**

Appointed on **21 November 1994**

Resigned on **14 July 2000**

Nationality **British**

Country of residence **England**

Occupation **Director**

---

## **BINGLE, Peter**

Correspondence address **35 Westmoreland Terrace, London, SW1V 4AQ**

Role Resigned **Director**

Date of birth **November 1959**

Appointed on **11 June 2001**

Resigned on **30 April 2012**

Nationality **British**

Occupation **Company Director**

---

## **BUCHANAN, Elizabeth Faith Curner**

Correspondence address **Black Ven Farm, Nutley, East Sussex, TN22 3EH**

Role Resigned **Director**

Date of birth **June 1962**

Appointed on **19 January 1998**

Resigned on **15 October 2002**

Nationality **British**

Country of residence **England**

Occupation **Political Consultant**

---

## **CAINE, Jonathan Michael**

Correspondence address **2 Tritton Road, Dulwich, London, SE21 8DE**

Role Resigned **Director**

Date of birth **April 1966**

Appointed on **20 February 2008**

Resigned on **30 November 2009**

Nationality **British**

Occupation **Company Director**

---

## **CHAUVEAU, Luke Eric**

Correspondence address **4 Jessica Road, London, Greater London, SW18 2QN**

Role Resigned **Director**

Date of birth **February 1969**

Appointed on **20 February 2008**

Resigned on **31 December 2008**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Pr Consultant**

---

## **CURRIE, Richard William James**

Correspondence address **2 White Cottages, Puttenham, Tring, Hertfordshire, HP23 4PW**

Role Resigned **Director**

Date of birth **December 1965**

Appointed on **29 June 2000**

Resigned on **31 October 2001**

Nationality **British**

Occupation **Company Director**

---

## **FALLON, Timothy**

Correspondence address **42 Mayfield Avenue, Old Southgate, London, N14 6DU**

Role Resigned **Director**

Date of birth **July 1970**

Appointed on **2 March 1998**

Resigned on **1 June 2001**

Nationality **British**

Occupation **Pr Consultant**

---

## **HARRIS, Julie**

Correspondence address **41 Charlbert Court, Charlbert Street, London, NW8 7BY**

Role Resigned **Director**

Date of birth **November 1957**

Appointed on **7 June 1999**

Resigned on **14 July 2000**

Nationality **British**

Occupation **Director**

---

## **LEECE, John Henry**

Correspondence address **12 Mayfield Road, Wimbledon, London, SW19 3NF**

Role Resigned **Director**

Date of birth **January 1958**

Appointed on **22 July 2002**

Resigned on **31 October 2012**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Finance Director**

---

## **MCCLOY, Liam James**

Correspondence address **93 Inderswick Road, Crouch End, London, N8 9LA**

Role Resigned **Director**

Date of birth **March 1972**

Appointed on **20 February 2008**

Resigned on **18 February 2011**

Nationality **British**

Occupation **Company Director**

---

## **MONTAGUE-SMITH, Paul Martin**

Correspondence address **116 St Johns Road, Tunbridge Wells, Kent, TN4 9PH**

Role Resigned **Director**

Date of birth **December 1968**

Appointed on **20 February 2008**

Resigned on **30 June 2009**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Company Director**

---

## **PENDLINGTON, Mark**

Correspondence address **Chantry House, Ashwell, Baldock, Hertfordshire, SG7 5PH**

Role Resigned **Director**

Date of birth **August 1957**

Appointed on **19 January 1998**

Resigned on **1 May 1998**

Nationality **British**

Occupation **Director**

---

## **RUSSELL, John Edward**

Correspondence address **335 Petersham Road, Richmond, Surrey, TW10 7DB**

Role Resigned **Director**

Date of birth **January 1939**

Appointed on **19 January 1998**

Resigned on **16 December 1999**

Nationality **British**

Occupation **Director**

---

## **SEABRIGHT, Mark Douglas**

Correspondence address **14 Gilbert House, 44 Trinity Church Road, London, SW13 8EG**

Role Resigned **Director**

Date of birth **May 1960**

Appointed on **16 December 1999**

Resigned on **22 July 2002**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Accountant**

---

## **SEABRIGHT, Mark Douglas**

Correspondence address **14 Gilbert House, 44 Trinity Church Road, London, SW13 8EG**

Role Resigned **Director**

Date of birth **May 1960**

Appointed on **9 September 1992**

Resigned on **19 January 1998**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Company Director**

---

## **SHERBOURNE, Stephen Ashley**

Correspondence address **38 Whittingstall Road, London, SW6 4EB**

Role Resigned **Director**

Date of birth **October 1945**

Appointed on **21 November 1994**

Resigned on **12 June 2001**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Company Director**

---

## **SMITH, Mark William**

Correspondence address **The Coach House, Garston Park Ivy Mill Lane, Godstone, Surrey, RH9 8NE**

Role Resigned **Director**

Date of birth **May 1955**

Resigned on **16 December 1999**

Nationality **British**

Occupation **Company Director**

---

## **SOWELLS, David**

Correspondence address **27 North Villas, London, NW1 9BL**

Role Resigned **Director**

Date of birth **October 1969**

Appointed on **20 February 2008**

Resigned on **30 September 2009**

Nationality **British**

Occupation **Company Director**

---

## **STOCKLEY, Neil Richard**

Correspondence address **The Garden Flat, 110 Crystal Palace Park Road, London, SE26 6UP**

Role Resigned **Director**

Date of birth **January 1962**

Appointed on **20 February 2008**

Resigned on **8 December 2011**

Nationality **New Zealander**

Country of residence **Uk**

Occupation **Company Director**

---

## **THOMPSON, Richard**

Correspondence address **1 Surbiton Hill Park, Surbiton, Surrey, KT5 8EF**

Role Resigned **Director**

Date of birth **May 1962**

Resigned on **10 September 1992**

Nationality **British**

Occupation **Company Director**

---

## **WHALE, Simon Charles**

Correspondence address **24 Wilton Road, London, N10 1LS**

Role Resigned **Director**

Date of birth **November 1963**

Appointed on **1 January 1998**

Resigned on **31 October 2000**

Nationality **British**

Occupation **Director**

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# BELL POTTINGER PUBLIC AFFAIRS LIMITED

Company number **02488264**

4 charges registered

1 outstanding, 3 satisfied, 0 part satisfied

---

## Deed of accession

Created **30 June 2012**

Delivered **7 July 2012**

Status **Outstanding**

### Persons entitled

- Barclays Bank PLC

### Short particulars

Fixed and floating charge over the undertaking and all...

---

## Debenture

Created **29 May 2003**

Delivered **31 May 2003**

Status **Satisfied on 5 July 2012**

### Persons entitled

- National Westminster Bank PLC

### Short particulars

Fixed and floating charges over the undertaking and all...

---

## Debenture

Created **14 November 2002**

Delivered **20 November 2002**

Status **Satisfied on 5 July 2012**

### Persons entitled

- National Westminster Bank PLC

### Short particulars



Fixed and floating charges over the undertaking and all...

---

## **Mortgage debenture**

Created **19 May 1997**

Delivered **27 May 1997**

Status **Satisfied on 5 July 2012**

### **Persons entitled**

- National Westminster Bank PLC

### **Short particulars**

.. a specific equitable charge over all freehold and...

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