MEMORIAL
Journal Officiel
du Grand-Duché de
Luxembourg

MEMORIAL
Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

Le présent recueil contient les publications prévues par la loi modifiée du 10 août 1915 concernant les sociétés commerciales et par la loi modifiée du 21 avril 1928 sur les associations et les fondations sans but lucratif.

C — N° 182 23 janvier 2012

SOMMAIRE

1581759 Alberta Ltd., Luxembourg Branch 8733
Advanced Printing Solutions and Services 8690
Advantage Communication S.A. 8706
AGEFISC Luxembourg S.à r.l. 8706
Agence Immobilière FORIS 8691
Agon Investment S.A. 8706
A.G.P. S.A. 8690
Agrostar 8707
AI Global Opportunities S.A. 8707
AI Global Strategies S.A. 8707
Alize Worldwide Luxembourg S.A. - SPF 8707
Aljunial S.à r.l. 8705
Alliaume S.à r.l. 8690
ALM Corporation S.à r.l. 8707
Alsace Saveurs S.A. 8708
Altercorp S.A. 8708
AM alpha Asia Investments S.à r.l. 8691
Ambilux S.A. 8705
Ambilux S.A. 8708
Andreosso Marbres 8706
Andreosso S.A. 8708
Assistance, vente et technologie, Management, Trading 8691
Bass.Com S.A. 8723
Belgo Clean S.A. 8709
Berard & Krasniqi S.à r.l. 8709
Bernardo S.à r.l. 8709
Besch Da Costa Architectes S.à r.l. 8709
Beverly Hills Club S.à r.l. 8725
BGP Company S.A. 8709
BlackRock Lux Finco S.à r.l. 8708
Blynn S.A. 8723
Brassco Holding 8722
BS Conseil S.à r.l. 8723
BTM S.à r.l. 8724
Buba S.A. 8724
Bülow Design Management S.à r.l. 8723
Cargill International Luxembourg 1 S.à r.l. 8725
Catalyst Recovery Europe S.A. 8725
Chemacal S.à r.l. 8733
Cosisia S.A. 8726
Deloitte Touche Tohmatsu 8723
Global Financial and Commercial Holdings Teal S.à r.l. 8732
Global Financial and Commercial Holdings Turquoise S.à r.l. 8734
Global Financial and Commercial Holdings Yellow S.à r.l. 8734
LSREF2 Lux Investments I S.à r.l. 8727
Newalta International Ltd., Luxembourg Branch 8733
New Sun Investment S.A. 8735
NW DP Investment S.à r.l. 8736
Peinture Schorn S.à r.l. 8735
Restaurant-Friture de la Moselle Medinger s. àr .l. 8736
Reve d'Or S.A. 8725
RREP Luxembourg S.à r.l. 8726
SEB Optimus 8692
SEB SICAV 1 8710
SEB Sicav 1 8710
Treveria Twenty-Five S.à r.l. 8691
Treveria Twenty-Four S.à r.l. 8690
Treveria Twenty-Nine S.à r.l. 8690
Treveria Twenty-One S.à r.l. 8706
Treveria Twenty-Seven S.à r.l. 8691
Treveria Twenty-Six S.à r.l. 8692
Treveria Twenty-Two S.à r.l. 8692
Treveria Two S.à r.l. 8692

Treveria Twenty-Four S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1450 Luxembourg, 73, Côte d'Eich.

R.C.S. Luxembourg B 124.940.

—

Les comptes annuels au 31 décembre 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 15 décembre 2011.

Stijn Curfs

Mandataire

Référence de publication: 2011173857/12.

(110202453) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

Treveria Twenty-Nine S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1450 Luxembourg, 73, Côte d'Eich.

R.C.S. Luxembourg B 125.666.

—

Les comptes annuels au 31 décembre 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 15 décembre 2011.

Stijn Curfs

Mandataire

Référence de publication: 2011173858/12.

(110202447) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

Advanced Printing Solutions and Services, Société Anonyme.

Siège social: L-1116 Luxembourg, 6, rue Adolphe.

R.C.S. Luxembourg B 115.250.

—

Les comptes annuels au 31 mars 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2011173900/10.

(110203154) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

A.G.P. S.A., Société Anonyme.

Siège social: L-1661 Luxembourg, 47, Grand-rue.

R.C.S. Luxembourg B 142.100.

—

Les comptes annuels au 31.12.2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2011173894/9.

(110202202) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Alliaume S.à r.l., Société à responsabilité limitée.

Siège social: L-1368 Luxembourg, 10, rue du Curé.

R.C.S. Luxembourg B 144.136.

—

Les comptes annuels au 31.12.2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2011173905/9.

(110202796) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Treveria Twenty-Five S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1450 Luxembourg, 73, Côte d'Eich.

R.C.S. Luxembourg B 124.918.

—

Les comptes annuels au 31 décembre 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 15 décembre 2011.

Stijn Curfs

Mandataire

Référence de publication: 2011173856/12.

(110202452) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

Treveria Twenty-Seven S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1450 Luxembourg, 73, Côte d'Eich.

R.C.S. Luxembourg B 124.919.

—

Les comptes annuels au 31 décembre 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 15 décembre 2011.

Stijn Curfs

Mandataire

Référence de publication: 2011173860/12.

(110202448) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

Agence Immobilière FORIS, Société à responsabilité limitée.

Siège social: L-2444 Luxembourg, 10, rue des Romains.

R.C.S. Luxembourg B 34.587.

—

Les comptes annuels au 31.12.2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2011173903/10.

(110202755) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Assistance, vente et technologie, Management, Trading, Société à responsabilité limitée.

Siège social: L-1510 Luxembourg, 57, avenue de la Faïencerie.

R.C.S. Luxembourg B 79.654.

—

Les comptes annuels au 31.12.2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2011173910/9.

(110202724) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

AM alpha Asia Investments S.à r.l., Société à responsabilité limitée.

Siège social: L-2340 Luxembourg, 20, rue Philippe II.

R.C.S. Luxembourg B 149.676.

—

Les comptes annuels au 31.12.2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2011173932/9.

(110202336) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Treveria Twenty-Six S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1450 Luxembourg, 73, Côte d'Eich.

R.C.S. Luxembourg B 124.921.

—

Les comptes annuels au 31 décembre 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 15 décembre 2011.

Stijn Curfs

Mandataire

Référence de publication: 2011173861/12.

(110202451) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

Treveria Twenty-Two S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1450 Luxembourg, 73, Côte d'Eich.

R.C.S. Luxembourg B 124.941.

—

Les comptes annuels au 31 décembre 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 15 décembre 2011.

Stijn Curfs

Mandataire

Référence de publication: 2011173863/12.

(110202455) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

Treveria Two S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1450 Luxembourg, 73, Côte d'Eich.

R.C.S. Luxembourg B 123.345.

—

Les comptes annuels au 31 décembre 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 15 décembre 2011.

Stijn Curfs

Mandataire

Référence de publication: 2011173864/12.

(110202554) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

SEB Optimus, Société d'Investissement à Capital Variable.

Siège social: L-1347 Luxembourg, 6A, Circuit de la Foire Internationale.

R.C.S. Luxembourg B 64.732.

—

In the year two thousand and eleven, on the twenty ninth day of December,

Before the undersigned Maître Henri Hellinckx, notary public residing in Luxembourg, Grand Duchy of Luxembourg,

Was held an extraordinary general shareholders' meeting of SEB OPTIMUS, a public limited company qualifying as an investment company with variable share ("the Company"), having its registered office in L-1347 Luxembourg, 6a, Circuit de la Foire Internationale.

The Company is registered with the «Registre de commerce et des sociétés» of Luxembourg under the section B and the number 64.732.

The Company was incorporated by a deed of Maître Jean Seckler, then notary residing in Luxembourg, in place of Maître Joseph Elvinger, on 5 June 1998, published in the Mémorial C, Recueil Spécial des Sociétés et Associations (the "Mémorial C") number 507 of 9 July 1998. The articles were amended for the last time on the 18 April 2006 before Maître Joseph Gloden, notary residing in Grevenmacher, pursuant a deed published in the Mémorial C, number 1386 of 19 July 2006.

The meeting was opened at 3.00 p.m. by Mr Rudolf KÖMEN, managing director with SEB Asset Management S.A., with professional address in Luxembourg, being in the chair.

The chairman appoints Mrs Solange Wolter, notary clerk, with professional address in Luxembourg, as secretary.

The meeting elects as scrutineer Mr. Régis Galiotto, notary clerk, with professional address in Luxembourg.

The chairman then states:

A. The present extraordinary general shareholders' meeting was convened by notices containing the agenda published in accordance with the applicable legal requirements in the Mémorial C and in the "Letzebuerger Journal" on 10 and 20 December 2011. Notices of the meeting containing the same agenda have also been sent by mail on 20 December 2011 to each of the shareholders registered in the shareholders' register.

B. The shareholders present or represented, the proxies of the represented shareholders and the number of shares owned by the shareholders are shown on an attendance list which, signed by the shareholders or their proxies and by the bureau of the meeting, will remain annexed to the present deed to be filed at the same time with the registration authorities.

The proxies of the represented shareholders, signed "ne varietur" by the appearing parties and the undersigned notary, will also remain annexed to the present deed.

C. The quorum required by law is at least fifty per cent of the issued capital and the resolutions must be passed by the affirmative vote of at least two thirds of the votes cast at the meeting.

D. Pursuant the attendance list, 96.70 % of the issued and outstanding shares are present and/or represented.

E. In accordance with article 67-1 (2) of the modified Luxembourg law of 10 August 1915 on commercial companies, the shareholders' meeting is consequently regularly constituted and may deliberate and decide upon the items of the following agenda:

1. To transfer the registered office to 4, rue Peternelchen, L-2370 Howald (municipality of Hesperange) with effective date on 1 April 2012.

2. To submit the Company to the Luxembourg law of 17 December 2010 on undertakings for collective investment and to amend Article 4 "Purpose" of the articles of incorporation of the Company (the "Articles of Incorporation") which shall be worded as follows:

"The exclusive purpose of the Company is to invest the funds available to it in transferable securities and other liquid financial assets permitted by law with the aim of spreading investment risks and affording its shareholders the results of the management of its assets.

The Company may take any measures and carry out any transaction which it may deem useful for the fulfilment and development of its purpose to the largest extent permitted under Part I of the Luxembourg law of 17 December, 2010 relating to undertakings for collective investment (the «Law of 2010»)."

3. To replace the current Articles of Incorporation by a new consolidated version.

4. Miscellaneous

After the foregoing has been approved by the meeting, the following resolutions have been taken unanimously:

First resolution

The shareholders decide to transfer the registered office to 4, rue Peternelchen, L-2370 Howald (municipality of Hesperange) with effective date on 1 April 2012.

As of the 1 st April 2012, the first paragraph of the Article 2, will be read as follows:

"Art. 2. Registered office. The registered office of the Company is established in Howald (municipality of Hesperange), Grand Duchy of Luxembourg. Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad (but in no event in the United States of America, its territories or possessions) by a decision of the Board of Directors."

Second resolution

The shareholders decide to submit the Company to the Luxembourg law of 17 December 2010 on undertakings for collective investment.

Third resolution

In accordance with the foregoing, the shareholders decide to restate the current articles of incorporation and to update them by a new consolidated version thereof, to be read as follows:

Title I. - Name - Registered Office - Duration - Purpose

Art. 1. Name. There exists among the subscribers and all those who may become owners of shares hereafter issued, a public limited company («société anonyme») qualifying as an investment company with variable share capital («société d'investissement à capital variable») under the name of "SEB OPTIMUS" (hereinafter the «Company»).

Art. 2. Registered office. The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg. Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad (but in no event in the United States of America, its territories or possessions) by a decision of the Board of Directors.

In the event that the Board of Directors determines that extraordinary political or military events have occurred or are imminent which would interfere with the normal activities of the Company at its registered office or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these abnormal circumstances; such provisional measures shall have no effect on the nationality of the Company which, notwithstanding such temporary transfer, shall remain a Luxembourg corporation.

Art. 3. Duration. The Company is established for an unlimited period of time.

Art. 4. Purpose. The exclusive purpose of the Company is to invest the funds available to it in transferable securities and other liquid financial assets permitted by law with the aim of spreading investment risks and affording its shareholders the results of the management of its assets.

The Company may take any measures and carry out any transaction which it may deem useful for the fulfilment and development of its purpose to the largest extent permitted under Part I of the Luxembourg law of 17 December 2010 relating to undertakings for collective investment (the «Law of 2010»).

Title II. - Share Capital - Shares - Net Asset Value

Art. 5. Share Capital - Classes of Shares. The capital of the Company shall be represented by fully paid up shares of no par value and shall at any time be equal to the total net assets of the Company pursuant to article 11 hereof. The minimum capital shall be as provided by law one million two hundred and fifty thousand euro (EUR 1,250,000.-).

The shares to be issued pursuant to article 7 hereof may, as the Board of Directors shall determine, be of different Classes, so as to correspond to (i) a specific sales and redemption charge structure and/or (ii) a specific management or advisory fee structure and/or (iii) different distribution, shareholders servicing or other fees and/or (iv) different types of targeted Investors and/or (v) such other features as may be determined by the Board of Directors from time to time.

The proceeds of the issue of each Class of Shares shall be invested in transferable securities of any kind and other liquid financial assets permitted by law pursuant to the investment policy determined by the Board of Directors for each Sub-Fund (as defined hereinafter) established in respect of the relevant Class or Classes of Shares, subject to the investment restrictions provided by law or determined by the Board of Directors.

The Board of Directors shall establish a portfolio of assets constituting a sub-fund (each a «Sub-Fund» and together the «Sub-Funds») within the meaning of article 181 of the Law of 2010 for one Class of Shares or for multiple Classes of Shares in the manner described in article 11 hereof. The Company constitutes a single legal entity. However, as is the case between shareholders, each portfolio of assets shall be invested for the exclusive benefit of the relevant class or Classes of Shares. With regard to third parties, each Sub-Fund shall be exclusively responsible for all liabilities attributable to it.

The Board of Directors may create each Sub-Fund for an unlimited or limited period of time; in the latter case, the Board of Directors may, at the expiry of the initial period of time, prorogue the duration of the relevant Sub-Fund once or several times. At the expiry of the duration of a Sub-Fund, the Company shall redeem all the shares in the relevant class(es) of shares, in accordance with article 8 below, notwithstanding the provisions of article 25 below.

At each prorogation of a Sub-Fund, the registered shareholders shall be duly notified in writing, by a notice sent to their registered address as recorded in the register of shares of the Company. The Company shall inform the bearer shareholders by a notice published in newspapers to be determined by the Board of Directors. The sales documents for the shares of the Company shall indicate the duration of each Sub-Fund and, if appropriate, its prorogation.

For the purpose of determining the capital of the Company, the net assets attributable to each Class of Shares shall, if not expressed in Euro (EUR), be converted into EUR and the capital shall be the total of the net assets of all the Classes of Shares.

Art. 6. Form of Shares.

(1) The Board of Directors shall determine whether the Company shall issue shares in (materialized or non materialized) bearer and/or in registered form. If bearer share certificates are to be issued, they will be issued in such denominations and form as the Board of Directors shall prescribe and shall not be transferred to any Prohibited Person (as defined in article 10 hereinafter), or entity organised by or for a Prohibited Person.

All issued registered shares of the Company shall be registered in the register of shareholders which shall be kept by the Company or by one or more persons designated thereto by the Company, and such register shall contain the name of each owner of record of registered shares, his residence or elected domicile as indicated to the Company, the number of registered shares held by the owner of record and the amount paid up on each of such shares.

The inscription of the shareholder's name in the register of shares evidences the shareholder's right of ownership on such registered shares. The Company shall decide whether a certificate for such inscription shall be delivered to the shareholder or whether the shareholder shall receive a written confirmation of his shareholding.

If bearer shares are issued, registered shares may be converted into bearer shares and bearer shares may be converted into registered shares at the request and the costs of the holder of such shares. An exchange of registered shares into bearer shares will be effected by cancellation of the registered share certificate, if any, representation that the transferee is not a Prohibited Person and issuance of one or more bearer share certificates, if applicable, in lieu thereof, and an entry shall be made in the register of shareholders to evidence such cancellation. An exchange of bearer shares into registered shares will be effected by cancellation of the bearer share certificate, if applicable, and, if applicable, by issuance of a registered share certificate in lieu thereof, and an entry shall be made in the register of shareholders to evidence such issuance. At the option of the Board of Directors, the costs of any such exchange may be charged to the shareholder requesting it.

Before shares are issued in bearer form and before registered shares shall be converted into bearer shares, the Company may require assurances satisfactory to the Board of Directors that such issuance or exchange shall not result in such shares being held by a «Prohibited Person».

The share certificates, if applicable, shall be signed by two directors. Such signatures shall be either manual, or printed, or in facsimile. However, one of such signatures may be made by a person duly authorised thereto by the Board of Directors; in the latter case, it shall be manual. The Company may issue temporary share certificates in such form as the Board of Directors may determine.

(2) If bearer shares are issued, transfer of bearer shares shall be effected by delivery of the relevant share certificates, if applicable. Transfer of registered shares shall be effected (i) if share certificates have been issued, upon delivering the certificate or certificates representing such shares to the Company along with other instruments of transfer required by the Company and (ii) if no share certificates have been issued, by a written declaration of transfer to be inscribed in the register of shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore. Any transfer of registered shares shall be entered into the register of shareholders; such inscription shall be signed by one or more directors or officers of the Company or by one or more other persons duly authorized thereto by the Board of Directors.

(3) Shareholders entitled to receive registered shares shall provide the Company with an address to which all notices and announcements may be sent. Such address will also be entered into the register of shareholders.

In the event that a shareholder does not provide an address, the Company may permit a notice to this effect to be entered into the register of shareholders and the shareholder's address will be deemed to be at the registered office of the Company, or at such other address as may be so entered into by the Company from time to time, until another address shall be provided to the Company by such shareholder. A shareholder may, at any time, change the address as entered into the register of shareholders by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time.

(4) If share certificates are issued and if any shareholder can prove to the satisfaction of the Company that the shareholder's share certificate has been mislaid, mutilated or destroyed, then, at the shareholder's request, a duplicate share certificate may be issued under such conditions and guarantees, including but not restricted to a bond issued by an insurance company, as the Company may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in replacement of which the new one has been issued shall become void.

Mutilated share certificates may be cancelled by the Company and replaced by new certificates.

The Company may, at its election, charge to the shareholder the costs of a duplicate or of a new share certificate and all reasonable expenses incurred by the Company in connection with the issue and registration thereof or in connection with the annulment of the original share certificate.

(5) The Company recognizes only one single owner per share. If one or more shares are jointly owned or if the ownership of shares is disputed, all persons claiming a right to such share(s) have to appoint one single attorney to represent such share(s) towards the Company. The failure to appoint such attorney implies a suspension of the exercise of all rights attached to such share(s).

(6) The Company may decide to issue fractional shares. Such fractional shares shall not be entitled to vote but shall be entitled to participate in the net assets attributable to the relevant Class of Shares on a pro rata basis. In the case of bearer shares, only certificates evidencing full shares will be issued.

Art. 7. Issue of Shares. The Board of Directors is authorised without limitation to issue an unlimited number of fully paid up shares at any time without reserving to the existing shareholders a preferential or pre-emptive right to subscribe for the shares to be issued.

The Board of Directors may impose restrictions on the frequency at which shares shall be issued in any Class of Shares; the Board of Directors may, in particular, decide that shares of any class shall only be issued during one or more offering periods or at such other periodicity as provided for in the sales documents for the shares of the Company.

Whenever the Company offers shares for subscription, the price per share at which such shares are offered shall be the Net Asset Value per Share of the relevant class as determined in compliance with article 11 hereof as of such Valuation Date (defined in article 12 hereof) as is determined in accordance with such policy as the Board of Directors may from time to time determine. Such price may be increased by a percentage estimate of costs and expenses to be incurred by

the Company when investing the proceeds of the issue and by applicable sales commissions, as approved from time to time by the Board of Directors. The price so determined shall be payable within a period as determined by the Board of Directors which shall not exceed five (5) Luxembourg bank business days from the relevant Valuation Date.

The Board of Directors may delegate to any director, manager, officer or other duly authorised agent the power to accept subscriptions, to receive payment of the price of the new shares to be issued and to deliver them.

The Board of Directors may reject subscription requests in whole or in part at its full discretion.

The Company may agree to issue shares as consideration for a contribution in kind of securities, in compliance with the conditions set forth by Luxembourg law, in particular the obligation to deliver a valuation report from the auditor of the Company («réviseur d'entreprises agréé») and provided that such securities comply with the investment objectives and policies of the relevant Sub-Fund. The Board of Directors may decide whether the transaction costs of any contribution in kind of securities will be borne by the relevant Shareholder or the Company.

Art. 8. Redemption of Shares. Any shareholder may require the redemption of all or part of his shares by the Company on a Valuation Date, under the terms, conditions and procedures set forth by the Board of Directors in the sales documents for the shares and within the limits provided by law and these Articles.

The redemption price per share shall be paid within a period as determined by the Board of Directors which shall not exceed ten (10) Luxembourg bank business days from the relevant Valuation Date, as is determined in accordance with such policy as the Board of Directors may from time to time determine, provided that the share certificates, if any, and the transfer documents have been received by the Company.

The redemption price shall be equal to the Net Asset Value per Share of the relevant class, as determined in accordance with the provisions of article 11 hereof, less such charges and commissions (if any) at the rate provided by the sales documents for the shares. The relevant redemption price may be rounded up or down to the nearest unit of the relevant currency as the Board of Directors shall determine.

If as a result of any request for redemption, the number or the aggregate Net Asset Value of the shares held by any shareholder in any Class of Shares would fall below such number or such value as determined by the Board of Directors, then the Company may decide that this request be treated as a request for redemption for the full balance of such shareholder's holding of shares in such class.

Further, if on any given Valuation Date, redemption requests pursuant to this article and conversion requests pursuant to article 9 hereof exceed a certain level determined by the Board of Directors in relation to the number of shares in issue in a specific class, the Board of Directors may decide that part or all of such requests for redemption or conversion will be deferred for a period and in a manner that the Board of Directors considers to be in the best interest of the Company. On the next Valuation Date, following that period, these redemption and conversion requests will be met in priority to later requests.

The Company shall have the right, if the Board of Directors so determines, to satisfy payment of the redemption price to any shareholder, who requests, in kind by allocating to the holder investments from the portfolio of assets set up in connection with such class or Classes of Shares equal in value (calculated in the manner described in article 11) as of the Valuation Date, on which the redemption price is calculated, to the value of the shares to be redeemed. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other holders of shares of the relevant class or Classes of Shares and the valuation used shall be confirmed by a special report of the auditor of the Company. Shareholders will have to bear costs incurred by redemption in kind (mainly costs resulting from the drawing-up of the auditor's report) unless the Company considers that the redemption in kind is in its interest or made to protect its interests.

Art. 9. Conversion of Shares. Unless otherwise determined by the Board of Directors for certain Classes of Shares, any shareholder is entitled to require the conversion of whole or part of his shares of one class within a Sub-Fund into shares of the same class within another Sub-Fund or into shares of another class within the same or another Sub-Fund, subject to such restrictions as to the terms, conditions and payment of such charges and commissions as the Board of Directors shall determine.

The price for the conversion of shares from one class into another class shall be computed by reference to the respective Net Asset Value of the two Classes of Shares, calculated on the relevant Valuation Date. If the Valuation Date of the Class of Shares or Sub-Fund taken into account for the conversion does not coincide with the Valuation Date of the Class of Shares or Sub-Fund into which they shall be converted, the Board of Directors may decide that the amount converted will not generate interest during the time separating the two Valuation Dates.

If as a result of any request for conversion the number or the aggregate Net Asset Value of the shares held by any shareholder in any Class of Shares would fall below such number or such value as determined by the Board of Directors, then the Company may decide that this request be treated as a request for conversion for the full balance of such shareholder's holding of shares in such class.

The shares which have been converted into shares of another class shall be cancelled.

Art. 10. Restrictions on ownership of Shares. The Company may restrict or prevent the ownership of shares in the Company by any person, firm or corporate body, if in the opinion of the Company such holding may be detrimental to

the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may become exposed to tax disadvantages or other financial disadvantages that it would not have otherwise incurred (such persons, firms or corporate bodies to be determined by the Board of Directors being herein referred to as «Prohibited Persons»).

For such purposes the Company may:

A.- decline to issue any shares and decline to register any transfer of a share, where it appears to it that such registry or transfer would or might result in legal or beneficial ownership of such shares by a Prohibited Person; and

B.- at any time require any person whose name is entered in, or any person seeking to register the transfer of shares on the register of shareholders, to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's shares rests in a Prohibited Person, or whether such registry will result in beneficial ownership of such shares by a Prohibited Person; and

C.- decline to accept the vote of any Prohibited Person at any meeting of shareholders of the Company; and

D.- where it appears to the Company that any Prohibited Person either alone or in conjunction with any other person is a beneficial owner of shares, direct such shareholder to sell his shares and to provide to the Company evidence of the sale within fifteen (15) days' of the notice. If such shareholder fails to comply with the direction, the Company will compulsorily redeem or cause to be redeemed from any such shareholder all shares held by such shareholder.

The price at which each such share is to be redeemed (the «redemption price») shall be an amount based on the Net Asset Value per Share of the relevant class as at the Valuation Date, specified by the Board of Directors for the redemption of shares in the Company, all as determined in accordance with article 8 hereof, less any service charge provided therein.

Payment of the redemption price will be made available to the former owner of such shares normally in the currency fixed by the Board of Directors for the payment of the redemption price of the shares of the relevant class and will be deposited for payment to such owner by the Company with a bank in Luxembourg or elsewhere (as specified in the purchase notice) upon final determination of the redemption price following, if applicable, surrender of the share certificate or certificates specified in such notice and unmatured dividend coupons attached thereto, if any. Upon service of the notice as aforesaid, if applicable, such former owner shall have no further interest in such shares or any of them, nor any claim against the Company or its assets in respect thereof, except the right to receive the redemption price (without interest) from such bank following effective surrender of the share certificate or certificates as aforesaid. Any redemption proceeds receivable by a shareholder under this paragraph, but not collected within a period of five years from the date specified in the notice, may not thereafter be claimed and shall revert to the relevant class or Classes of Shares. The Board of Directors shall have power from time to time to take all steps necessary to perfect such reversion and to authorise such action on behalf of the Company.

The exercise by the Company of the power conferred by this article shall not be questioned or invalidated in any case, on the ground that there was insufficient evidence of ownership of shares by any person or that the true ownership of any shares was otherwise than appeared to the Company at the date of any notice, provided in such case the said powers were exercised by the Company in good faith.

U.S. Persons as defined in this article may constitute a specific category of Prohibited Person.

The Shares of the Company are not registered under the United States Securities Act of 1933 (the "1933 Act") or the Investment Company Act of 1940 (the "1940 Act") or any other applicable legislation in the United States. Accordingly, Shares of the Company may not be offered, sold, resold, transferred or delivered directly or indirectly, in the United States, its territories or possessions or any area subject to its jurisdiction (collectively "the United States" or the "US") or to, or for the account of, or benefit of, any "US Person" as defined in the 1933 Act or any applicable United States regulation (except to certain qualified purchasers under exemptions from registration requirements of the 1940 Act).

Applicants for the purchase of the Company's Shares will be required to certify that they are not US Persons. Holders of Shares are required to notify the Company of any change in their non-US Person status.

The Company may refuse to issue Shares to US Persons or to register any transfer of Shares to any US Person. Moreover the Company may at any time forcibly redeem the Shares held by a US Person.

Art. 11. Calculation of the Net Asset Value per Share. The Net Asset Value per Share of each Class of Shares shall be calculated in the Reference Currency (as defined in the sales documents for the shares) of the relevant Sub-Funds and, to the extent applicable within a Sub-Fund, expressed in the currency of quotation for the Class of Shares. It shall be determined as of any Valuation Date by dividing the net assets of the relevant Sub-Fund attributable to each Class of Shares, being the value of the portion of assets less the portion of liabilities attributable to such class, on any such Valuation Date by the number of shares in the relevant class then outstanding, in accordance with the valuation rules set forth below. The Net Asset Value per Share may be rounded up or down to the nearest unit of the relevant currency as the Board of Directors shall determine. If since the time of determination of the Net Asset Value there has been a material change in the quotations in the markets on which a substantial portion of the investments attributable to the relevant Class of Shares are dealt in or quoted, the Company may, in order to safeguard the interests of the shareholders and the Company, cancel the first valuation and carry out a second valuation, in which case all relevant subscription and redemption requests will be dealt with on the basis of that second valuation.

The valuation of the Net Asset Value of the different Classes of Shares shall be made in the following manner:

I. The assets of the Company shall include:

1) all cash in hand or receivable or on deposit, including accrued interest;

2) all bills and notes payable on demand and any amounts due to the relevant Sub-Fund (including the proceeds of securities sold but not yet collected);

3) all securities, shares, bonds, debentures, options or subscription rights and any other investments and securities belonging to the Company;

4) all dividends and distributions due to the Company in cash or in kind to the extent known to the Company,

5) all accrued interest on any interest bearing assets held by the Company except to the extent that such interest is comprised in the principal thereof;

6) the preliminary expenses of the Company including the cost of issuing and distributing shares of the Company, as far as the same have not been written off; and

7) all other permitted assets of any kind and nature including prepaid expenses.

The value of such assets shall be determined as follows:

a) Transferable securities and money market instruments, which are officially listed on the stock exchange, are valued at the last available price;

b) Transferable securities and money market instruments, which are not officially listed on a stock exchange, but which are traded on another regulated market are valued at a price no lower than the bid price and no higher than the ask price at the time of the valuation and at which the Company considers to be an appropriate market price;

c) Transferable securities and money market instruments quoted or traded on several markets are valued on the basis of the last available price of the principal market for the transferable securities or money market instruments in question, unless these prices are not representative.

d) In the event that such prices are not in line with market condition, or for securities and money market instruments other than those covered in a), b) and c) above for which there are no fixed prices, these securities and money market instruments, as well as other assets, will be valued at the current market value as determined in good faith by the Company, following generally accepted valuation principles verifiable by auditors.

e) Liquid assets are valued at their nominal value plus accrued interest.

f) Time deposits may be valued at their yield value if a contract exists between the Company and the Custodian Bank stipulating that these time deposits can be withdrawn at any time and their yield value is equal to the realized value.

g) All assets denominated in a different currency to the respective Sub-Fund's currency are converted into this respective Sub-Fund's currency at the last available exchange rate.

h) Financial instruments which are not traded on the futures exchanges or on a regulated market are valued at their settlement value, as stipulated by the Company's Board of Directors in accordance with generally accepted principles, taking into consideration the principles of proper accounting, the customary practices in line with the market, and the interests of the shareholders, provided that the above-mentioned principles correspond with generally accepted valuation regulations which can be verified by the independent auditors.

i) Swaps are valued on a marked-to-market basis.

j) Units or shares of UCIs or UCITS are valued at the last available net asset value.

k) In case of extraordinary circumstances, which make the valuation in accordance with the above-mentioned criteria impossible or improper, the Company is authorised to temporarily follow other valuation regulations in good faith and which are according to the verifiable valuation regulations laid down by the independent auditors in order to achieve a proper valuation of the respective Sub-Fund's assets.

The Directors are authorized to apply other appropriate valuation principles for the assets of the Sub-Fund if the aforesaid valuation methods appear impossible or inappropriate due to extraordinary circumstances or events.

II. The liabilities of the Company shall include:

a) all loans, bills and accounts payable;

b) all known liabilities, due or not yet due including all matured contractual obligations for payments of money or property, including the amount of all dividends declared by the Company for which no coupons have been presented and which therefore remain unpaid until the day these dividends revert to the Company by prescription;

c) all reserves authorized and approved by the Board of Directors, especially those set aside to face a potential depreciation of the Company's investments;

d) any other liabilities of the Company of whatever kind and nature reflected in accordance with generally accepted accounting principles. In determining the amount of such liabilities, the Company may take into account all costs and expenses payable by the Company, including, without any limitation the management fee, bank or broker expenses charged for the selling or buying of assets, fees on transfers in relation to the redemptions of shares and the "taxe d'abonnement".

III. The assets shall be allocated as follows:

The Board of Directors shall establish a Sub-Fund in respect of each Class of Shares and may establish a Sub-Fund in respect of multiple Classes of Shares in the following manner:

a) If multiple Classes of Shares relate to one Sub-Fund, the assets attributable to such classes shall be commonly invested pursuant to the specific investment policy of the Sub-Fund concerned provided however, that within a Sub-Fund, the Board of Directors is empowered to define Classes of Shares so as to correspond to (i) a specific distribution policy, such as entitling to distributions or not entitling to distributions and/or (ii) a specific sales and redemption charge structure and/or (iii) a specific management or advisory fee structure, and/or (iv) a specific assignment of distribution, shareholder services or other fees and/or (v) the currency or currency unit in which the class may be quoted and based on the rate of exchange between such currency or currency unit and the Reference Currency of the relevant Sub-Fund and/or (vi) the use of different hedging techniques in order to protect in the Reference Currency of the relevant Sub-Fund the assets and returns quoted in the currency of the relevant Class of Shares against long-term movements of their currency of quotation and/or (vii) such other features as may be determined by the Board of Directors from time to time in compliance with applicable law;

b) The proceeds to be received from the issue of shares of a class shall be applied in the books of the Company to the relevant class or Classes of Shares issued in respect of such Sub-Fund;

c) The assets, liabilities, income and expenditure attributable to a Sub-Fund shall be applied to the class or Classes of Shares issued in respect of such Sub-Fund, subject to the provisions here above under (a);

d) Where any asset is derived from another asset, such derivative asset shall be attributable in the books of the Company to the same class or Classes of Shares as the assets from which it was derived and on each revaluation of an asset, the increase or decrease in value shall be applied to the relevant class or Classes of Shares;

e) In the case where any asset or liability of the Company cannot be considered as being attributable to a particular Class of Shares, such asset or liability shall be allocated to all the Classes of Shares pro rata to their respective Net Asset Values or in such other manner as determined by the Board of Directors acting in good faith, provided that (i) where assets, on behalf of several Sub-Funds are held in one account and/or are co-managed as a segregated pool of assets by an agent of the Board of Directors, the respective right of each Class of Shares shall correspond to the prorated portion resulting from the contribution of the relevant Class of Shares to the relevant account or pool, and (ii) the right shall vary in accordance with the contributions and withdrawals made for the account of the Class of Shares, as described in the sales documents for the shares of the Company.

All valuation regulations and determinations shall be interpreted and made in accordance with generally accepted accounting principles.

In the absence of bad faith, gross negligence or manifest error, every decision in calculating the Net Asset Value taken by the Board of Directors or by any bank, company or other organization which the Board of Directors may appoint for the purpose of calculating the Net Asset Value, shall be final and binding on the Company and present, past or future shareholders.

IV. For the purpose of this article:

1) Shares to be redeemed are considered as issued and existing shares until the closing of the relevant Valuation Date. The redemption price will be considered from the closing of the Valuation Date and until final payment as one of the Company's liabilities. Each share to be issued by the Company will be considered as an issued share from the closing of the relevant Valuation Date. Its price will be considered as owed to the Company until its final payment.

2) shares to be issued by the Company shall be treated as being in issue as from the time specified by the Board of Directors on the Valuation Date on which such valuation is made and from such time and until received by the Company the price therefore shall be deemed to be a debt due to the Company;

3) all investments, cash balances and other assets expressed in currencies other than the Reference Currency of the relevant Sub-Fund shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the Net Asset Value of shares; and

4) where on any Valuation Date, the Company has contracted to:

- purchase any asset, the value of the consideration to be paid for such asset shall be shown as a liability of the Company and the value of the asset to be acquired shall be shown as an asset of the Company;

- sell any asset, the value of the consideration to be received for such asset shall be shown as an asset of the Company and the asset to be delivered shall not be included in the assets of the Company;

provided however, that if the exact value or nature of such consideration or such asset is not known on such Valuation Date, then its value shall be estimated by the Company.

V. In as far as several share classes have been established, the following particularities arise for the share valuation:

1) The net asset value calculation is made separately for each share class according to the criteria mentioned here after.

2) The inflow of funds due to the issue of shares increases the percentage portion of the respective share class on the total value of the respective Sub-Fund's net assets. The outflow of funds due to the redemption of shares reduces the percentage portion of the respective share class on the total value of the respective Sub-Fund's net assets.

3) In the case of distribution, the net asset value of the shares entitled for distribution of the appropriate share class is reduced by the amount of the distribution. Therefore, at the same time, the percentage portion of this share class is

reduced in the total value of the respective Sub-Fund's net assets, while the percentage portion of share classes not entitled for distribution increases the total respective Sub-Fund's net assets.

Equalisation of income may be carried out for the respective Sub-Fund.

Art. 12. Frequency and Temporary suspension of calculation of Net Asset Value per Share, of issue, Redemption and Conversion of Shares. With respect to each Class of Shares, the Net Asset Value per Share shall be calculated from time to time by the Company or any agent appointed thereto by the Company, at least twice a month at a frequency determined by the Board of Directors, such date being referred to herein as the «Valuation Date».

The Board of Directors is entitled to suspend the calculation of a respective Sub-Fund's net asset value, if and for as long as there are circumstances which make this suspension necessary and if the suspension is justifiable, taking into account the interests of the shareholders, in particular:

1. during the time in which a stock exchange or another market, where a considerable part of a respective Sub-Fund's assets is officially quoted or traded, is closed (except at the usual weekends or on bank holidays) or the trading on this stock exchange or corresponding market ceases or is limited;

2. where a major part of the securities and instruments in the Sub-Fund are not listed or otherwise not subject to orderly pricing entailing that the net asset value cannot be satisfactorily determined in a manner that safeguards the equal right of the shareholders;

3. in periods, where the political, economic, military, monetary or social circumstances or any case of force majeure, beyond the responsibility or power of the Board of Directors, make it impossible to dispose of a respective Sub-Fund's assets by reasonable and normal means, without causing serious prejudice to its shareholders;

4. during the time in which the stock exchange or another market forming the basis of the valuation of a major part of the Sub-Fund's assets is (are) closed for legal holidays;

5. in an emergency, when the Board of Directors may not dispose of a respective Sub-Fund's investments or it is impossible for it to freely transfer the transaction value resulting from purchases and sales of investment.

Any such suspension shall be publicised, if appropriate, by the Company and may be notified to shareholders within a delay to be determined by the Company's Board of Directors, having made an application for subscription, redemption or conversion of shares for which the calculation of the Net Asset Value has been suspended.

Such suspension as to any Sub-Fund shall have no effect on the calculation of the Net Asset Value per Share, the issue, redemption and conversion of shares of any other Sub-Fund.

Any request for subscription, redemption or conversion shall be irrevocable except in the event of a suspension of the calculation of the Net Asset Value.

Title III. - Administration and Supervision

Art. 13. Directors. The Company shall be managed by a Board of Directors composed of not less than three members, who need not be shareholders of the Company.

They shall be elected for a term not exceeding six years. The directors shall be elected by the shareholders at a general meeting of shareholders; the latter shall further determine the number of directors, their remuneration and the term of their office.

Any director may be removed with or without cause or be replaced at any time by resolution adopted by the general meeting.

In the event of a vacancy in the office of director, the remaining directors may temporarily fill such vacancy; the shareholders shall take a final decision regarding such nomination at their next general meeting.

Art. 14. Board Meetings. The Board of Directors may choose from among its members a chairman. It may choose a secretary, who need not be a director, who shall write and keep the minutes of the meetings of the Board of Directors and of the shareholders. The Board of Directors shall meet upon call by the chairman or any two directors, at the place indicated in the notice of meeting.

The chairman shall preside at the meetings of the directors and of the shareholders. In his absence, the shareholders or the board members shall decide by a majority vote that another director, or in case of a shareholders'meeting, that any other person shall be in the chair of such meetings.

The Board of Directors may appoint any officers, including a general manager and any assistant general managers as well as any other officers that the Company deems necessary for the operation and management of the Company. Such appointments may be cancelled at any time by the Board of Directors. The officers need not be directors or shareholders of the Company.

Unless otherwise stipulated by these Articles, the officers shall have the rights and duties conferred upon them by the Board of Directors.

Written notice of any meeting of the Board of Directors shall be given to all directors at least twenty-four hours prior to the date set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by consent in writing, by telefax or any other similar

means of communication. Separate notice shall not be required for meetings held at times and places fixed in a resolution adopted by the Board of Directors.

Any director may act at any meeting by appointing in writing, by telefax or any other similar means of communication another director as his proxy. A director may represent several of his colleagues.

Any director may participate in a meeting of the Board of Directors by conference call or similar means of communications equipment whereby all persons participating in the meeting can hear each other, and participating in a meeting by such means shall constitute presence in person at such meeting.

The directors may only act at duly convened meetings of the Board of Directors. The directors may not bind the Company by their individual signatures, except if specifically authorized thereto by resolution of the Board of Directors.

The Board of Directors can deliberate or act validly only if at least the majority of the directors, or any other number of directors that the Board of Directors may determine, are present or represented.

Resolutions of the Board of Directors will be recorded in minutes signed by the chairman of the meeting. Copies of extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two directors.

Resolutions are taken by a majority vote of the directors present or represented at such meeting. In the event that at any meeting the number of votes for or against a resolution is equal, the chairman of the meeting shall have a casting vote.

Resolutions in writing approved and signed by all directors shall have the same effect as resolutions voted at the directors' meetings; each director shall approve such resolution in writing, by telefax or any other similar means of communication. Such approval shall be confirmed in writing and all documents shall form the record that proves that such decision has been taken.

Art. 15. Powers of the Board of Directors. The Board of Directors is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose, in compliance with the investment policy as determined in article 18 hereof.

All powers not expressly reserved by law or by the present Articles to the general meeting of shareholders are in the competence of the Board of Directors.

Art. 16. Corporate signature. Vis-à-vis third parties, the Company is validly bound by the joint signatures of any two directors or by the joint or single signature of any person(s) to whom authority has been delegated by the Board of Directors.

Art.. 17. Delegation of power. The Board of Directors of the Company may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorised signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose to one or several physical persons or corporate entities, which need not be members of the Board of Directors, who shall have the powers determined by the Board of Directors and who may, if the Board of Directors so authorises, sub-delegate their powers.

The board may also confer special powers of attorney by notarial or private proxy.

Art. 18. Investment policies and Restrictions. The Board of Directors, based upon the principle of risk spreading, has the power to determine (i) the investment policies to be applied in respect of each Sub-Fund, (ii) the hedging strategy as well as other trading strategies to be applied to specific Classes of Shares within particular Sub-Funds and (iii) the course of conduct of the management and business affairs of the Company, all within the restrictions as shall be set forth by the Board of Directors in compliance with the prospectus of the Company and applicable laws and regulations.

The main objective of each Sub-Fund is to invest in transferable securities and other Eligible Assets, as described in the prospectus of the Company, with the purpose of spreading investment risks. The investment objectives of the Sub-Funds will be carried out in compliance with the investment restrictions set forth in the prospectus of the Company.

The Board of the Company may decide to invest up to one hundred per cent of the total net assets of each Sub-Fund of the Company in different transferable securities and money market instruments issued or guaranteed by any Member State of the European Union, its local authorities, a non-Member State of the European Union, as acceptable by the supervisory authority and disclosed in the prospectus of the Company, or public international bodies of which one or more of such Member States of the European Union are members, provided that in the case where the Company decides to make use of this provision it must hold securities from at least six different issues and securities from any one issue may not account for more than thirty per cent of such Sub-Fund's total net assets.

In accordance with the conditions set forth in the Law of 2010, the applicable Luxembourg regulations and the prospectus of the Company, any Sub-Fund may, to the largest extent permitted, invest in one or more other Sub-Funds of the Company.

Furthermore, in accordance with the conditions set forth in the Law of 2010, the applicable Luxembourg regulations and the prospectus, the Board may, at any time it deems appropriate and to the largest extent permitted, (i) create any Sub-Fund qualifying either as a feeder or as a master Sub-Fund, (ii) convert any existing Sub-Fund into a feeder or a master Sub-Fund.

Art. 19. Conflict of interest. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the Company is interested in, or is a director, associate, officer or employee of, such other company or firm. Any director or officer of the Company who serves as a director, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any director or officer of the Company may have in any transaction of the Company an interest opposite to the interests of the Company, such director or officer shall make known to the Board of Directors such opposite interest and shall not consider or vote on any such transaction, and such transaction and such director's or officer's interest therein shall be reported to the next succeeding general meeting of shareholders.

The term «opposite interest», as used in the preceding sentence, shall not include any relationship with or without interest in any matter, position or transaction involving any person, company or entity as may from time to time be determined by the Board of Directors in its discretion.

Art. 20. Indemnification of Directors. The Company shall indemnify any director or officer and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Company or, at its request, of any other company of which the Company is a shareholder or a creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

Art. 21. Auditors. The accounting data related in the annual report of the Company shall be examined by an approved statutory auditor («réviseur d'entreprises agréé») appointed by the general meeting of shareholders and remunerated by the Company.

The approved statutory auditor shall fulfil all duties prescribed by the Law of 2010.

Title IV.- General meetings - Accounting year - Distributions

Art. 22. General Meetings of Shareholders of the Company. The general meeting of shareholders of the Company shall represent the entire body of shareholders of the Company. Its resolutions shall be binding upon all the shareholders regardless of the Class of Shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

The general meeting of shareholders shall meet upon call by the Board of Directors.

It may also be called upon the request of shareholders representing at least one fifth of the share capital.

The annual general meeting shall be held in accordance with Luxembourg law at the registered office of the Company in Luxembourg, on the third Friday of the month of January of each year at 11.00 (local time).

If such day is a legal or a bank holiday in Luxembourg, the annual general meeting shall be held on the next following bank business day.

Other meetings of shareholders may be held at such places and times as may be specified in the respective notices of meeting.

Registered shareholders shall meet upon call by the Board of Directors pursuant to a notice setting forth the agenda sent at least eight (8) days prior to the meeting at the shareholder's address in the register of shareholders. The giving of such notice to registered shareholders need not be justified to the meeting. The agenda shall be prepared by the Board of Directors except in the instance where the meeting is called on the written demand of the shareholders in which instance the Board of Directors may prepare a supplementary agenda.

If bearer shares are issued the notice of meeting shall in addition be published as provided by law in the «Mémorial C, Recueil des Sociétés et Associations», in one or more Luxembourg newspapers, and in such other newspapers as the Board of Directors may decide.

If all shares are in registered form and if no publications are made, notices to shareholders may be mailed by registered mail only.

If all shareholders are present or represented and consider themselves as being duly convened and informed of the agenda, the general meeting may take place without notice of meeting.

The Board of Directors may determine all other conditions that must be fulfilled by shareholders in order to attend any meeting of shareholders.

The business transacted at any meeting of the shareholders shall be limited to the matters contained in the agenda (which shall include all matters required by law) and business incidental to such matters.

Each share of whatever class is entitled to one vote, in compliance with Luxembourg law and these Articles. A shareholder may act at any meeting of shareholders by giving a written proxy to another person, who need not be a shareholder and who may be a director of the Company.

Unless otherwise provided by law or herein, resolutions of the general meeting are passed by a simple majority vote of the shareholders present or represented.

Art. 23. General Meetings of Shareholders in a Sub-Fund or in a Class of Shares. The shareholders of the class or classes issued in respect of any Sub-Fund may hold, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund.

In addition, the shareholders of any Class of Shares may hold, at any time, general meetings for any matters which are specific to such class.

The provisions of article 22, paragraphs 2, 3, 7, 8, 9, 10 and 11 shall apply to such general meetings.

Each share is entitled to one vote in compliance with Luxembourg law and these Articles. Shareholders may act either in person or by giving a written proxy to another person who needs not be a shareholder and may be a director of the Company.

Unless otherwise provided for by law or herein, the resolutions of the general meeting of shareholders of a Sub-Fund or of a Class of Shares are passed by a simple majority vote of the shareholders present or represented.

Art. 24. Mergers. For the purposes of this article, the term UCITS also refers to a sub-fund of a UCITS.

In the event that for any reason the value of the total net assets in any Sub-Fund or the value of the net assets of any Class of Shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the Board of Directors to be the minimum level for such Sub-Fund, or such Class of Shares, to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalisation, or if required in the interest of the Shareholders of any Sub-Fund, the Board of Directors may decide to merge the assets of any Sub-Fund or Class of Shares to those of another existing Sub-Fund or Class of Shares within the Company or to another UCITS and to redesignate the Shares of the Class or Classes concerned as Shares of another Class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to Shareholders).

Any merger between Sub-Funds, Classes of Shares or between a Sub-Fund or the Company and another UCITS and the effective date shall be decided by the Board of Directors except for any merger where the Company would cease to exist, in the later case the effective date of the merger must be decided by a general meeting of Shareholders of the Company acting under the same majority and quorum requirements as are required to amend the articles of incorporation.

In the case required by the Law, the Company shall entrust either an authorised auditor or, as the case may be, an independent auditor to perform the necessary validations prescribed by the Law.

Practical terms of mergers will be performed and will have the effect in accordance with the prospectus of the Company and Chapter 8 of the Law.

Information on the merger shall be made available to the investors of the merging and/or receiving UCITS on the management company's website and, as the case may be, in all other forms prescribed by laws or related regulations of the countries, where the relevant Shares are sold.

Art. 25. Termination and Merger of Sub-Funds or Classes of Shares. In the event that for any reason the value of the total net assets in any Sub-Fund or the value of the net assets of any Class of Shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the Board of Directors to be the minimum level for such Sub-Fund, or such Class of Shares, to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalisation, or if required in the interest of the shareholders of any Sub-Fund, the Board of Directors may decide to redeem all the shares of the relevant class or classes at the Net Asset Value per Share (taking into account actual realisation prices of investments and realisation expenses) calculated on the Valuation Date at which such decision shall take effect, without the approval of the shareholders being necessary. The relevant Shareholders will be informed of the decision to liquidate prior to the effective date of the liquidation, in a form permitted by laws and related regulations of the countries where the relevant Shares are sold. Unless it is otherwise decided in the interests of, or to keep equal treatment between the shareholders, the shareholders of the Sub-Fund or of the Class of Shares concerned may continue to request redemption or conversion of their shares free of charge (but taking into account actual realisation prices of investments and realisation expenses) prior to the date effective for the compulsory redemption.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraph, the general meeting of shareholders of any one or all Classes of Shares issued in any Sub-Fund, acting under the same majority and quorum requirements as are required to amend the articles of incorporation, will, in any other circumstances, have the power, upon proposal from the Board of Directors, to redeem all the shares of the relevant class or classes and refund to the shareholders the Net Asset Value of their shares (taking into account actual realisation prices of investments and realisation expenses) calculated on the Valuation Date at which such decision shall take effect.

Assets which may not be distributed to their beneficiaries upon the implementation of the redemption will be deposited with the Custodian for a period of six months thereafter; after such period, the assets will be deposited with the Caisse de Consignation on behalf of the persons entitled thereto.

Under the same circumstances as provided by the first paragraph of this article, the Board of Directors may decide to merge the assets of any Sub-Fund to those of another existing Sub-Fund within the Company or to another undertaking for collective investment organised under the provisions of Part I of the Law of 2010 or to another sub-fund within such other undertaking for collective investment (the «new Sub-Fund») and to redesignate the shares of the class or classes concerned as shares of another class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to shareholders). Such decision will be published in the same manner as described in the first paragraph of this article one month before its effectiveness (and, in addition, the publication will contain information in relation to the new Sub-Fund), in order to enable shareholders to request redemption or conversion of their shares, free of charge, during such period. In the case of a merger with another open-ended undertaking for collective investment of the contractual form (mutual investment fund) governed by part I of the Law of 2010 or a foreign undertaking for collective investment, the decisions of the shareholders' meeting only bind those shareholders who voted in favour of this merger.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraph, a contribution of the assets and of the liabilities attributable to any Sub-Fund to another Sub-Fund within the Company may be decided upon by a general meeting of the shareholders of the class or Classes of Shares issued in the Sub-Fund concerned acting under the same majority and quorum requirements as are required to amend the articles of incorporation.

The closure of the liquidation of a Sub-Fund and the deposit of any unclaimed amounts with the Caisse de Consignation in Luxembourg must take place within a period of time established by laws and/or regulations. The liquidation proceeds deposited with the Caisse de Consignation in Luxembourg will be available to the persons entitled thereto for the period established by law. At the end of such period unclaimed amounts will revert to the Luxembourg State.

Under the same circumstances as described above, the Board of Directors may also decide upon the reorganisation of any Sub-Fund by means of a division into two or more separate Sub-Funds. Such decision will be notified in the same manner as described above and, in addition, the notification will contain information in relation to the two or more separate Sub-Funds resulting from the reorganisation. Such notification will be made at least one month before the date on which the reorganisation becomes effective in order to enable shareholders to request redemption or switch of their shares, free of charge, before the reorganisation becomes effective.

Art. 26. Accounting Year. The fiscal year of the Company shall commence on the 1 st day of October of each year and shall terminate on the 30 th day of September of the following year.

Art. 27. Distributions. The general meeting of shareholders of the class or classes issued in respect of any Sub-Fund shall, upon proposal from the Board of Directors and within the limits provided by law, determine how the results of such Sub-Fund shall be disposed of, and may from time to time declare, or authorise the Board of Directors to declare, distributions.

For any Class of Shares entitled to distributions, the Board of Directors may decide to pay interim dividends in compliance with the conditions set forth by law.

Payments of distributions to holders of registered shares shall be made to such shareholders at their addresses in the register of shareholders. Payments of distributions to holders of bearer shares shall be made upon presentation of the dividend coupon, if any, to the agent or agents therefore designated by the Company or in any such manner as the Board of Directors shall determine from time to time.

Distributions may be paid in such currency and at such time and place that the Board of Directors shall determine from time to time.

The Board of Directors may decide to distribute stock dividends in lieu of cash dividends upon such terms and conditions as may be set forth by the Board of Directors.

Any distribution that has not been claimed within five years of its declaration shall be forfeited and revert to the class or Classes of Shares issued in respect of the relevant Sub-Fund.

No interest shall be paid on a dividend declared by the Company and kept by it at the disposal of its beneficiary.

Title V.- Final provisions

Art. 28. Custodian. To the extent required by law, the Company shall enter into a custody agreement with a banking or saving institution as defined by the law of 5 April 1993 on the financial sector, as amended (herein referred to as the «Custodian»).

The Custodian shall fulfil the duties and responsibilities as provided for by the Law of 2010.

If the Custodian desires to retire, the Board of Directors shall use its best endeavours to find a successor custodian within two months of the effectiveness of such retirement. The directors may terminate the appointment of the Custodian but shall not remove the Custodian unless and until a successor custodian shall have been appointed to act in the place thereof.

Art. 29. Dissolution of the Company. The Company may at any time be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements referred to in article 31 hereof.

Whenever the share capital falls below two-thirds of the minimum capital indicated in article 5 hereof, the question of the dissolution of the Company shall be referred to the general meeting by the Board of Directors. The general meeting, for which no quorum shall be required, shall decide by simple majority of the votes of the shares represented at the meeting.

The question of the dissolution of the Company shall further be referred to the general meeting whenever the share capital falls below one-fourth of the minimum capital set by article 5 hereof; in such an event, the general meeting shall be held without any quorum requirements and the dissolution may be decided by shareholders holding one-fourth of the votes of the shares represented at the meeting.

The meeting must be convened so that it is held within a period of forty days from ascertainment that the net assets of the Company have fallen below two-thirds or one-fourth of the legal minimum, as the case may be.

Art. 30. Liquidation. Liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities, appointed by the general meeting of shareholders which shall determine their powers and their compensation.

The closure of the liquidation of the Company and the deposit of any unclaimed amounts with the Caisse de Consignation in Luxembourg must take place within a period of time established by laws and/or regulations. The liquidation proceeds deposited with the Caisse de Consignation in Luxembourg will be available to the persons entitled thereto for the period established by law. At the end of such period unclaimed amounts will revert to the Luxembourg State.

Art. 31. Amendments to the Articles. These Articles may be amended by a general meeting of shareholders subject to the quorum and majority requirements provided by the law of 10 August 1915 on commercial companies, as amended.

Art. 32. Applicable law. All matters not governed by these Articles shall be determined in accordance with the law of 10 August 1915 on commercial companies and the Law of 2010 as such laws have been or may be amended from time to time.

Nothing else being on the agenda, and nobody wishing to address the meeting, the meeting was closed at 3.15 p.m.

The undersigned notary who understands and speaks English, states herewith that at the request of the above appearing party, the present deed is worded in English.

Whereof the present deed was drawn up in Luxembourg City, on the day named at the beginning of this document.

The document having been read to the persons appearing, said persons appearing signed with us, the notary, the present original deed.

Signé: R. GALIOTTO, S. WOLTER, R. KÖMEN et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 5 janvier 2012. Relation: LAC/2012/1006. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signature): I. THILL.

- POUR EXPEDITION CONFORME - délivrée à la société sur demande.

Luxembourg, le 12 janvier 2012.

Référence de publication: 2012007341/737.

(120007349) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 janvier 2012.

Ambilux S.A., Société Anonyme.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.

R.C.S. Luxembourg B 68.114.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2011173935/9.

(110202457) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Aljunial S.à r.l., Société à responsabilité limitée.

Siège social: L-9999 Wemperhardt, 4, Op der Haart.

R.C.S. Luxembourg B 121.147.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2011173904/10.

(110203060) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Advantage Communication S.A., Société Anonyme.

Siège social: L-1273 Luxembourg, 19, rue de Bitbourg.

R.C.S. Luxembourg B 98.204.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Charles Ruppert
Président / Administrateur délégué

Référence de publication: 2011173912/11.

(110203366) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Treveria Twenty-One S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1450 Luxembourg, 73, Côte d'Eich.

R.C.S. Luxembourg B 124.920.

—

Les comptes annuels au 31 décembre 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 15 décembre 2011.
Stijn Curfs
Mandataire

Référence de publication: 2011173859/12.

(110202456) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

AGEFISC Luxembourg S.à r.l., Société à responsabilité limitée.

Siège social: L-9753 Heinerscheid, 1, Hauptstrooss.

R.C.S. Luxembourg B 149.427.

—

Le bilan au 31.12.2010 a été déposé au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2011173917/10.

(110203046) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Agon Investment S.A., Société Anonyme.

Siège social: L-1840 Luxembourg, 38, boulevard Joseph II.

R.C.S. Luxembourg B 24.327.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

FIDUCIAIRE DE LUXEMBOURG
Boulevard Joseph II
L-1840 Luxembourg
Signature

Référence de publication: 2011173918/13.

(110202960) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Andreosso Marbres, Société à responsabilité limitée.

Siège social: L-3327 Crauthem, 4A, Z.I. Im Bruch.

R.C.S. Luxembourg B 80.463.

—

Les comptes annuels au 31.12.2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2011173937/9.

(110202204) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Agrostar, Société à responsabilité limitée.

Siège social: L-6617 Wasserbillig, 15, route d'Echternach.

R.C.S. Luxembourg B 49.190.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2011173919/10.

(110203070) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

AI Global Strategies S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 31-33, boulevard du Prince Henri.

R.C.S. Luxembourg B 138.379.

—

Le bilan au 30 septembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signatures.

Référence de publication: 2011173920/10.

(110203580) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

AI Global Opportunities S.A., Société Anonyme.

Siège social: L-1637 Luxembourg, 22, rue Goethe.

R.C.S. Luxembourg B 118.150.

—

Le bilan au 30 septembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signatures.

Référence de publication: 2011173921/10.

(110203584) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Alize Worldwide Luxembourg S.A. - SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-5326 Contern, 2, rue de l'Etang.

R.C.S. Luxembourg B 82.827.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour la Société
Un mandataire

Référence de publication: 2011173925/11.

(110203575) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

ALM Corporation S.à r.l., Société à responsabilité limitée.

Siège social: L-2450 Luxembourg, 15, boulevard Roosevelt.

R.C.S. Luxembourg B 136.640.

—

Le bilan au 31.12.2010 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 19.12.2011.
FIDUCIAIRE FERNAND FABER
Signature

Référence de publication: 2011173926/12.

(110203078) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Alsace Saveurs S.A., Société Anonyme.

Siège social: L-2210 Luxembourg, 38, boulevard Napoléon Ier.

R.C.S. Luxembourg B 67.310.

—

Les comptes annuels au 30.09.2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

IF EXPERTS COMPTABLES
B.P. 1832 L-1018 Luxembourg
Signature

Référence de publication: 2011173928/12.

(110203636) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Altercorp S.A., Société Anonyme Soparfi.

Siège social: L-2519 Luxembourg, 3-7, rue Schiller.

R.C.S. Luxembourg B 150.353.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

M. Jadot / F. Bracke
Administrateur / Administrateur

Référence de publication: 2011173929/11.

(110203003) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Ambilux S.A., Société Anonyme.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.

R.C.S. Luxembourg B 68.114.

—

RECTIFICATIF

Cette mention rectificative remplace la version déposée antérieurement le 23 décembre 2010 sous le No: L 100198049

Les comptes annuels au 31 décembre 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2011173934/11.

(110202450) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Andreosso S.A., Société Anonyme.

Siège social: L-3327 Crauthem, 4A, Z.I. Im Bruch.

R.C.S. Luxembourg B 17.196.

—

Les comptes annuels au 31.12.2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2011173938/9.

(110202240) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

BlackRock Lux Finco S.à r.l., Société à responsabilité limitée.

Capital social: USD 100.000,00.

Siège social: L-2633 Senningerberg, 6D, route de Trèves.

R.C.S. Luxembourg B 119.831.

—

Les comptes annuels au 31 décembre 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 16 décembre 2011.

Référence de publication: 2011173963/10.

(110202435) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Belgo Clean S.A., Société Anonyme.

Siège social: L-9515 Wiltz, 71, rue Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 107.333.

—

Les comptes annuels au 31/12/2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Fiduciaire ARBO SA

Signature

Référence de publication: 2011173973/11.

(110202970) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Berard & Krasniqi S.à r.l., Société à responsabilité limitée.

Siège social: L-8080 Bertrange, 80, route de Longwy.

R.C.S. Luxembourg B 106.727.

—

Le bilan au 31 décembre 2010 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Bertrange, le 19 décembre 2011.

Signature

Un gérant

Référence de publication: 2011173974/12.

(110202289) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Bernardo S.à r.l., Société à responsabilité limitée.

Capital social: GBP 76.247,00.

Siège social: L-1611 Luxembourg, 1, avenue de la Gare.

R.C.S. Luxembourg B 137.023.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2011173975/10.

(110203427) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Besch Da Costa Architectes S.à r.l., Société à responsabilité limitée.

Siège social: L-1424 Luxembourg, 12, rue Duchscher.

R.C.S. Luxembourg B 125.274.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2011173976/10.

(110203513) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

BGP Company S.A., Société Anonyme.

Siège social: L-1330 Luxembourg, 34A, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 129.017.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 25 novembre 2011.

Référence de publication: 2011173977/10.

(110202320) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

SEB SICAV 1, Société d'Investissement à Capital Variable,
(anc. SEB Sicav 1).

Siège social: L-1347 Luxembourg, 6A, Circuit de la Foire Internationale.

R.C.S. Luxembourg B 35.166.

—

In the year two thousand and eleven, on the twenty ninth day of December,

Before the undersigned Maître Henri Hellinckx, notary public residing in Luxembourg, Grand Duchy of Luxembourg,

Was held an extraordinary general shareholders' meeting of SEB Sicav 1, a public limited company qualifying as an investment company with variable share capital ("the Company"), having its registered office in L-1347 Luxembourg, 6a, Circuit de la Foire Internationale.

The Company is registered with the «Registre de commerce et des sociétés» of Luxembourg under the section B and the number 35.166.

The Company was incorporated pursuant a deed of Maître Marc Elter, then notary residing in Luxembourg, on 7 November 1990, published in the Mémorial C, Recueil Spécial des Sociétés et Associations (the "Mémorial C") number 474 of 20 December 1990. The articles were amended for the last time on the 28 August 2006 before Maître Joseph Gloden, notary residing in Grevenmacher, pursuant a deed published in the Mémorial C number 1821 of 28 September 2006.

The meeting was opened at 2.15 p.m. by Mr Rudolf KÖMEN, managing director with SEB Asset Management S.A., with professional address in Luxembourg, being in the chair.

The chairman appoints Mrs Solange Wolter, notary clerk, with professional address in Luxembourg, as secretary.

The meeting elects as scrutineer Mr Régis Galiotto, notary clerk, with professional address in Luxembourg.

The chairman then states:

A. The present extraordinary general shareholders' meeting was convened by notices containing the agenda published in accordance with the applicable legal requirements in the Mémorial C and in the "Letzebuerger Journal" on 10 and 20 December 2011. Notices of the meeting containing the same agenda have also been sent by mail on 20 December 2011 to each of the shareholders registered in the shareholders' register.

B. The shareholders present or represented, the proxies of the represented shareholders and the number of shares owned by the shareholders are shown on an attendance list which, signed by the shareholders or their proxies and by the bureau of the meeting, will remain annexed to the present deed to be filed at the same time with the registration authorities.

The proxies of the represented shareholders, signed "ne varietur" by the appearing parties and the undersigned notary, will also remain annexed to the present deed.

C. The quorum required by law is at least fifty per cent of the issued capital and the resolutions must be passed by the affirmative vote of at least two thirds of the votes cast at the meeting.

D. Pursuant the attendance list, 65.30 % of the issued and outstanding shares are present and/or represented.

E. In accordance with article 67-1 (2) of the modified Luxembourg law of 10 August 1915 on commercial companies, the shareholders' meeting is consequently regularly constituted and may deliberate and decide upon the items of the following agenda:

1. To transfer the registered office to 4, rue Peternelchen, L-2370 Howald (municipality of Hesperange) with effective date on 1 April 2012.

2. To change the name of the Company from "SEB Sicav 1" to "SEB SICAV 1" with effective date on 1 January 2012.

3. To submit the Company to the Luxembourg law of 17 December 2010 on undertakings for collective investment and to amend Article 4 "Purpose" of the articles of incorporation of the Company (the "Articles of Incorporation") which shall be worded as follows:

"The exclusive purpose of the Company is to invest the funds available to it in transferable securities and other liquid financial assets permitted by law with the aim of spreading investment risks and affording its shareholders the results of the management of its assets.

The Company may take any measures and carry out any transaction which it may deem useful for the fulfilment and development of its purpose to the largest extent permitted under Part I of the Luxembourg law of 17 December 2010 relating to undertakings for collective investment (the «Law of 2010»)."

4. To replace the current Articles of Incorporation by a new consolidated version.

5. Miscellaneous

After the foregoing has been approved by the meeting, the following resolutions have been taken unanimously:

First resolution

The shareholders decide to transfer the registered office to 4, rue Peternelchen, L-2370 Howald (municipality of Hesperange) with effective date on 1 April 2012.

As of the 1 st April 2012, the first paragraph of the Article 2, will be read as follows:

" **Art. 2. Registered office.** The registered office of the Company is established in Howald (municipality of Hesperange), Grand Duchy of Luxembourg. Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad (but in no event in the United States of America, its territories or possessions) by a decision of the Board of Directors."

Second resolution

The shareholders decide to change the Company's denomination from "SEB Sicav 1" to "SEB SICAV 1" with effective date on 1 January 2012.

Third resolution

The shareholders decide to submit the Company to the Luxembourg law of 17 December 2010 on undertakings for collective investment.

Fourth resolution

In accordance with the foregoing, the shareholders decide to restate the current articles of incorporation and to update them by a new consolidated version thereof, to be read as follows:

Title I. - Name - Registered Office - Duration - Purpose

Art. 1. Name. There exists among the subscribers and all those who may become owners of shares hereafter issued, a public limited company («société anonyme») qualifying as an investment company with variable share capital («société d'investissement à capital variable») under the name of SEB SICAV 1 (hereinafter the «Company»).

Art. 2. Registered office. The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg. Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad (but in no event in the United States of America, its territories or possessions) by a decision of the Board of Directors.

In the event that the Board of Directors determines that extraordinary political or military events have occurred or are imminent which would interfere with the normal activities of the Company at its registered office or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these abnormal circumstances; such provisional measures shall have no effect on the nationality of the Company which, notwithstanding such temporary transfer, shall remain a Luxembourg corporation.

Art. 3. Duration. The Company is established for an unlimited period of time.

Art. 4. Purpose. The exclusive purpose of the Company is to invest the funds available to it in transferable securities and other liquid financial assets permitted by law with the aim of spreading investment risks and affording its shareholders the results of the management of its assets.

The Company may take any measures and carry out any transaction which it may deem useful for the fulfilment and development of its purpose to the largest extent permitted under Part I of the Luxembourg law of 17 December 2010 relating to undertakings for collective investment (the «Law of 2010»).

Title II. - Share Capital - Shares - Net Asset Value

Art. 5. Share Capital - Classes of Shares. The capital of the Company shall be represented by fully paid up shares of no par value and shall at any time be equal to the total net assets of the Company pursuant to article 11 hereof. The minimum capital shall be as provided by law, i.e. the counter value in USD of one million two hundred and fifty thousand euro (EUR 1,250,000.-).

The shares to be issued pursuant to article 7 hereof may, as the Board of Directors shall determine, be of different Classes, so as to correspond to (i) a specific sales and redemption charge structure and/or (ii) a specific management or advisory fee structure and/or (iii) different distribution, shareholders servicing or other fees and/or (iv) different types of targeted Investors and/or (v) such other features as may be determined by the Board of Directors from time to time.

The proceeds of the issue of each Class of Shares shall be invested in transferable securities of any kind and other liquid financial assets permitted by law pursuant to the investment policy determined by the Board of Directors for each Sub-Fund (as defined hereinafter) established in respect of the relevant Class or Classes of Shares, subject to the investment restrictions provided by law or determined by the Board of Directors.

The Board of Directors shall establish a portfolio of assets constituting a sub-fund (each a «Sub-Fund» and together the «Sub-Funds») within the meaning of article 181 of the Law of 2010 for one Class of Shares or for multiple Classes of Shares in the manner described in article 11 hereof. The Company constitutes a single legal entity. However, as is the case between shareholders, each portfolio of assets shall be invested for the exclusive benefit of the relevant class or Classes of Shares. With regard to third parties, each Sub-Fund shall be exclusively responsible for all liabilities attributable to it.

The Board of Directors may create each Sub-Fund for an unlimited or limited period of time; in the latter case, the Board of Directors may, at the expiry of the initial period of time, prorogue the duration of the relevant Sub-Fund once

or several times. At the expiry of the duration of a Sub-Fund, the Company shall redeem all the shares in the relevant class(es) of shares, in accordance with article 8 below, notwithstanding the provisions of article 25 below.

At each prorogation of a Sub-Fund, the registered shareholders shall be duly notified in writing, by a notice sent to their registered address as recorded in the register of shares of the Company. The Company shall inform the bearer shareholders by a notice published in newspapers to be determined by the Board of Directors. The sales documents for the shares of the Company shall indicate the duration of each Sub-Fund and, if appropriate, its prorogation.

For the purpose of determining the capital of the Company, the net assets attributable to each Class of Shares shall, if not expressed in United States Dollars (USD), be converted into USD and the capital shall be the total of the net assets of all the Classes of Shares.

Art. 6. Form of Shares.

(1) The Board of Directors shall determine whether the Company shall issue shares in (materialized or non materialized) bearer and/or in registered form. If bearer share certificates are to be issued, they will be issued in such denominations and form as the Board of Directors shall prescribe and shall not be transferred to any Prohibited Person (as defined in article 10 hereinafter), or entity organised by or for a Prohibited Person.

All issued registered shares of the Company shall be registered in the register of shareholders which shall be kept by the Company or by one or more persons designated thereto by the Company, and such register shall contain the name of each owner of record of registered shares, his residence or elected domicile as indicated to the Company, the number of registered shares held by the owner of record and the amount paid up on each of such shares.

The inscription of the shareholder's name in the register of shares evidences the shareholder's right of ownership on such registered shares. The Company shall decide whether a certificate for such inscription shall be delivered to the shareholder or whether the shareholder shall receive a written confirmation of his shareholding.

If bearer shares are issued, registered shares may be converted into bearer shares and bearer shares may be converted into registered shares at the request and the costs of the holder of such shares. An exchange of registered shares into bearer shares will be effected by cancellation of the registered share certificate, if any, representation that the transferee is not a Prohibited Person and issuance of one or more bearer share certificates, if applicable, in lieu thereof, and an entry shall be made in the register of shareholders to evidence such cancellation. An exchange of bearer shares into registered shares will be effected by cancellation of the bearer share certificate, if applicable, and, if applicable, by issuance of a registered share certificate in lieu thereof, and an entry shall be made in the register of shareholders to evidence such issuance. At the option of the Board of Directors, the costs of any such exchange may be charged to the shareholder requesting it.

Before shares are issued in bearer form and before registered shares shall be converted into bearer shares, the Company may require assurances satisfactory to the Board of Directors that such issuance or exchange shall not result in such shares being held by a «Prohibited Person».

The share certificates, if applicable, shall be signed by two directors. Such signatures shall be either manual, or printed, or in facsimile. However, one of such signatures may be made by a person duly authorised thereto by the Board of Directors; in the latter case, it shall be manual. The Company may issue temporary share certificates in such form as the Board of Directors may determine.

(2) If bearer shares are issued, transfer of bearer shares shall be effected by delivery of the relevant share certificates, if applicable. Transfer of registered shares shall be effected (i) if share certificates have been issued, upon delivering the certificate or certificates representing such shares to the Company along with other instruments of transfer required by the Company and (ii) if no share certificates have been issued, by a written declaration of transfer to be inscribed in the register of shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore. Any transfer of registered shares shall be entered into the register of shareholders; such inscription shall be signed by one or more directors or officers of the Company or by one or more other persons duly authorized thereto by the Board of Directors.

(3) Shareholders entitled to receive registered shares shall provide the Company with an address to which all notices and announcements may be sent. Such address will also be entered into the register of shareholders.

In the event that a shareholder does not provide an address, the Company may permit a notice to this effect to be entered into the register of shareholders and the shareholder's address will be deemed to be at the registered office of the Company, or at such other address as may be so entered into by the Company from time to time, until another address shall be provided to the Company by such shareholder. A shareholder may, at any time, change the address as entered into the register of shareholders by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time.

(4) If share certificates are issued and if any shareholder can prove to the satisfaction of the Company that the shareholder's share certificate has been mislaid, mutilated or destroyed, then, at the shareholder's request, a duplicate share certificate may be issued under such conditions and guarantees, including but not restricted to a bond issued by an insurance company, as the Company may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in replacement of which the new one has been issued shall become void.

Mutilated share certificates may be cancelled by the Company and replaced by new certificates.

The Company may, at its election, charge to the shareholder the costs of a duplicate or of a new share certificate and all reasonable expenses incurred by the Company in connection with the issue and registration thereof or in connection with the annulment of the original share certificate.

(5) The Company recognizes only one single owner per share. If one or more shares are jointly owned or if the ownership of shares is disputed, all persons claiming a right to such share(s) have to appoint one single attorney to represent such share(s) towards the Company. The failure to appoint such attorney implies a suspension of the exercise of all rights attached to such share(s).

(6) The Company may decide to issue fractional shares. Such fractional shares shall not be entitled to vote but shall be entitled to participate in the net assets attributable to the relevant Class of Shares on a pro rata basis. In the case of bearer shares, only certificates evidencing full shares will be issued.

Art. 7. Issue of Shares. The Board of Directors is authorised without limitation to issue an unlimited number of fully paid up shares at any time without reserving to the existing shareholders a preferential or pre-emptive right to subscribe for the shares to be issued.

The Board of Directors may impose restrictions on the frequency at which shares shall be issued in any Class of Shares; the Board of Directors may, in particular, decide that shares of any class shall only be issued during one or more offering periods or at such other periodicity as provided for in the sales documents for the shares of the Company.

Whenever the Company offers shares for subscription, the price per share at which such shares are offered shall be the Net Asset Value per Share of the relevant class as determined in compliance with article 11 hereof as of such Valuation Date (defined in article 12 hereof) as is determined in accordance with such policy as the Board of Directors may from time to time determine. Such price may be increased by a percentage estimate of costs and expenses to be incurred by the Company when investing the proceeds of the issue and by applicable sales commissions, as approved from time to time by the Board of Directors. The price so determined shall be payable within a period as determined by the Board of Directors which shall not exceed five (5) Luxembourg bank business days from the relevant Valuation Date.

The Board of Directors may delegate to any director, manager, officer or other duly authorised agent the power to accept subscriptions, to receive payment of the price of the new shares to be issued and to deliver them.

The Board of Directors may reject subscription requests in whole or in part at its full discretion.

The Company may agree to issue shares as consideration for a contribution in kind of securities, in compliance with the conditions set forth by Luxembourg law, in particular the obligation to deliver a valuation report from the auditor of the Company («réviseur d'entreprises agréé») and provided that such securities comply with the investment objectives and policies of the relevant Sub-Fund. The Board of Directors may decide whether the transaction costs of any contribution in kind of securities will be borne by the relevant Shareholder or the Company.

Art. 8. Redemption of Shares. Any shareholder may require the redemption of all or part of his shares by the Company on a Valuation Date, under the terms, conditions and procedures set forth by the Board of Directors in the sales documents for the shares and within the limits provided by law and these Articles.

The redemption price per share shall be paid within a period as determined by the Board of Directors which shall not exceed ten (10) Luxembourg bank business days from the relevant Valuation Date, as is determined in accordance with such policy as the Board of Directors may from time to time determine, provided that the share certificates, if any, and the transfer documents have been received by the Company.

The redemption price shall be equal to the Net Asset Value per Share of the relevant class, as determined in accordance with the provisions of article 11 hereof, less such charges and commissions (if any) at the rate provided by the sales documents for the shares. The relevant redemption price may be rounded up or down to the nearest unit of the relevant currency as the Board of Directors shall determine.

If as a result of any request for redemption, the number or the aggregate Net Asset Value of the shares held by any shareholder in any Class of Shares would fall below such number or such value as determined by the Board of Directors, then the Company may decide that this request be treated as a request for redemption for the full balance of such shareholder's holding of shares in such class.

Further, if on any given Valuation Date, redemption requests pursuant to this article and conversion requests pursuant to article 9 hereof exceed a certain level determined by the Board of Directors in relation to the number of shares in issue in a specific class, the Board of Directors may decide that part or all of such requests for redemption or conversion will be deferred for a period and in a manner that the Board of Directors considers to be in the best interest of the Company. On the next Valuation Date, following that period, these redemption and conversion requests will be met in priority to later requests.

The Company shall have the right, if the Board of Directors so determines, to satisfy payment of the redemption price to any shareholder, who requests, in kind by allocating to the holder investments from the portfolio of assets set up in connection with such class or Classes of Shares equal in value (calculated in the manner described in article 11) as of the Valuation Date, on which the redemption price is calculated, to the value of the shares to be redeemed. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other holders of shares of the relevant class or Classes of Shares and the valuation used shall be

confirmed by a special report of the auditor of the Company. Shareholders will have to bear costs incurred by redemption in kind (mainly costs resulting from the drawing-up of the auditor's report) unless the Company considers that the redemption in kind is in its interest or made to protect its interests.

Art. 9. Conversion of Shares. Unless otherwise determined by the Board of Directors for certain Classes of Shares, any shareholder is entitled to require the conversion of whole or part of his shares of one class within a Sub-Fund into shares of the same class within another Sub-Fund or into shares of another class within the same or another Sub-Fund, subject to such restrictions as to the terms, conditions and payment of such charges and commissions as the Board of Directors shall determine.

The price for the conversion of shares from one class into another class shall be computed by reference to the respective Net Asset Value of the two Classes of Shares, calculated on the relevant Valuation Date. If the Valuation Date of the Class of Shares or Sub-Fund taken into account for the conversion does not coincide with the Valuation Date of the Class of Shares or Sub-Fund into which they shall be converted, the Board of Directors may decide that the amount converted will not generate interest during the time separating the two Valuation Dates.

If as a result of any request for conversion the number or the aggregate Net Asset Value of the shares held by any shareholder in any Class of Shares would fall below such number or such value as determined by the Board of Directors, then the Company may decide that this request be treated as a request for conversion for the full balance of such shareholder's holding of shares in such class.

The shares which have been converted into shares of another class shall be cancelled.

Art. 10. Restrictions on ownership of Shares. The Company may restrict or prevent the ownership of shares in the Company by any person, firm or corporate body, if in the opinion of the Company such holding may be detrimental to the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may become exposed to tax disadvantages or other financial disadvantages that it would not have otherwise incurred (such persons, firms or corporate bodies to be determined by the Board of Directors being herein referred to as «Prohibited Persons»).

For such purposes the Company may:

A.- decline to issue any shares and decline to register any transfer of a share, where it appears to it that such registry or transfer would or might result in legal or beneficial ownership of such shares by a Prohibited Person; and

B.- at any time require any person whose name is entered in, or any person seeking to register the transfer of shares on the register of shareholders, to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's shares rests in a Prohibited Person, or whether such registry will result in beneficial ownership of such shares by a Prohibited Person; and

C.- decline to accept the vote of any Prohibited Person at any meeting of shareholders of the Company; and

D.- where it appears to the Company that any Prohibited Person either alone or in conjunction with any other person is a beneficial owner of shares, direct such shareholder to sell his shares and to provide to the Company evidence of the sale within fifteen (15) days' of the notice. If such shareholder fails to comply with the direction, the Company will compulsorily redeem or cause to be redeemed from any such shareholder all shares held by such shareholder.

The price at which each such share is to be redeemed (the «redemption price») shall be an amount based on the Net Asset Value per Share of the relevant class as at the Valuation Date, specified by the Board of Directors for the redemption of shares in the Company, all as determined in accordance with article 8 hereof, less any service charge provided therein.

Payment of the redemption price will be made available to the former owner of such shares normally in the currency fixed by the Board of Directors for the payment of the redemption price of the shares of the relevant class and will be deposited for payment to such owner by the Company with a bank in Luxembourg or elsewhere (as specified in the purchase notice) upon final determination of the redemption price following, if applicable, surrender of the share certificate or certificates specified in such notice and unmatured dividend coupons attached thereto, if any. Upon service of the notice as aforesaid, if applicable, such former owner shall have no further interest in such shares or any of them, nor any claim against the Company or its assets in respect thereof, except the right to receive the redemption price (without interest) from such bank following effective surrender of the share certificate or certificates as aforesaid. Any redemption proceeds receivable by a shareholder under this paragraph, but not collected within a period of five years from the date specified in the notice, may not thereafter be claimed and shall revert to the relevant class or Classes of Shares. The Board of Directors shall have power from time to time to take all steps necessary to perfect such reversion and to authorise such action on behalf of the Company.

The exercise by the Company of the power conferred by this article shall not be questioned or invalidated in any case, on the ground that there was insufficient evidence of ownership of shares by any person or that the true ownership of any shares was otherwise than appeared to the Company at the date of any notice, provided in such case the said powers were exercised by the Company in good faith.

U.S. Persons as defined in this article may constitute a specific category of Prohibited Person.

The Shares of the Company are not registered under the United States Securities Act of 1933 (the «1933 Act») or the Investment Company Act of 1940 (the «1940 Act») or any other applicable legislation in the United States. Accordingly, Shares of the Company may not be offered, sold, resold, transferred or delivered directly or indirectly, in the United

States, its territories or possessions or any area subject to its jurisdiction (collectively «the United States» or the «US») or to, or for the account of, or benefit of, any «US Person» as defined in the 1933 Act or any applicable United States regulation (except to certain qualified purchasers under exemptions from registration requirements of the 1940 Act).

Applicants for the purchase of the Company's Shares will be required to certify that they are not US Persons. Holders of Shares are required to notify the Company of any change in their non-US Person status.

The Company may refuse to issue Shares to US Persons or to register any transfer of Shares to any US Person. Moreover the Company may at any time forcibly redeem the Shares held by a US Person.

Art. 11. Calculation of the Net Asset Value per Share. The Net Asset Value per Share of each Class of Shares shall be calculated in the Reference Currency (as defined in the sales documents for the shares) of the relevant Sub-Funds and, to the extent applicable within a Sub-Fund, expressed in the currency of quotation for the Class of Shares. It shall be determined as of any Valuation Date by dividing the net assets of the relevant Sub-Fund attributable to each Class of Shares, being the value of the portion of assets less the portion of liabilities attributable to such class, on any such Valuation Date by the number of shares in the relevant class then outstanding, in accordance with the valuation rules set forth below. The Net Asset Value per Share may be rounded up or down to the nearest unit of the relevant currency as the Board of Directors shall determine. If since the time of determination of the Net Asset Value there has been a material change in the quotations in the markets on which a substantial portion of the investments attributable to the relevant Class of Shares are dealt in or quoted, the Company may, in order to safeguard the interests of the shareholders and the Company, cancel the first valuation and carry out a second valuation, in which case all relevant subscription and redemption requests will be dealt with on the basis of that second valuation.

The valuation of the Net Asset Value of the different Classes of Shares shall be made in the following manner:

I. The assets of the Company shall include:

1) all cash in hand or receivable or on deposit, including accrued interest;

2) all bills and notes payable on demand and any amounts due to the relevant Sub-Fund (including the proceeds of securities sold but not yet collected);

3) all securities, shares, bonds, debentures, options or subscription rights and any other investments and securities belonging to the Company;

4) all dividends and distributions due to the Company in cash or in kind to the extent known to the Company,

5) all accrued interest on any interest bearing assets held by the Company except to the extent that such interest is comprised in the principal thereof;

6) the preliminary expenses of the Company including the cost of issuing and distributing shares of the Company, as far as the same have not been written off; and

7) all other permitted assets of any kind and nature including prepaid expenses.

The value of such assets shall be determined as follows:

a) Transferable securities and money market instruments, which are officially listed on the stock exchange, are valued at the last available price;

b) Transferable securities and money market instruments, which are not officially listed on a stock exchange, but which are traded on another regulated market are valued at a price no lower than the bid price and no higher than the ask price at the time of the valuation and at which the Company considers to be an appropriate market price;

c) Transferable securities and money market instruments quoted or traded on several markets are valued on the basis of the last available price of the principal market for the transferable securities or money market instruments in question, unless these prices are not representative.

d) In the event that such prices are not in line with market condition, or for securities and money market instruments other than those covered in a), b) and c) above for which there are no fixed prices, these securities and money market instruments, as well as other assets, will be valued at the current market value as determined in good faith by the Company, following generally accepted valuation principles verifiable by auditors.

e) Liquid assets are valued at their nominal value plus accrued interest.

f) Time deposits may be valued at their yield value if a contract exists between the Company and the Custodian Bank stipulating that these time deposits can be withdrawn at any time and their yield value is equal to the realized value.

g) All assets denominated in a different currency to the respective Sub-Fund's currency are converted into this respective Sub-Fund's currency at the last available exchange rate.

h) Financial instruments which are not traded on the futures exchanges or on a regulated market are valued at their settlement value, as stipulated by the Company's Board of Directors in accordance with generally accepted principles, taking into consideration the principles of proper accounting, the customary practices in line with the market, and the interests of the shareholders, provided that the above-mentioned principles correspond with generally accepted valuation regulations which can be verified by the independent auditors.

i) Swaps are valued on a marked-to-market basis.

j) Units or shares of UCI(TS) are valued at the last available net asset value.

k) In case of extraordinary circumstances, which make the valuation in accordance with the above-mentioned criteria impossible or improper, the Company is authorised to temporarily follow other valuation regulations in good faith and which are according to the verifiable valuation regulations laid down by the independent auditors in order to achieve a proper valuation of the respective Sub-Fund's assets.

The Directors are authorized to apply other appropriate valuation principles for the assets of the Sub-Fund if the aforesaid valuation methods appear impossible or inappropriate due to extraordinary circumstances or events.

II. The liabilities of the Company shall include:

a) all loans, bills and accounts payable;

b) all known liabilities, due or not yet due including all matured contractual obligations for payments of money or property, including the amount of all dividends declared by the Company for which no coupons have been presented and which therefore remain unpaid until the day these dividends revert to the Company by prescription;

c) all reserves authorized and approved by the Board of Directors, especially those set aside to face a potential depreciation of the Company's investments;

d) any other liabilities of the Company of whatever kind and nature reflected in accordance with generally accepted accounting principles. In determining the amount of such liabilities, the Company may take into account all costs and expenses payable by the Company, including, without any limitation the management fee, bank or broker expenses charged for the selling or buying of assets, fees on transfers in relation to the redemptions of shares and the «taxe d'abonnement».

III. The assets shall be allocated as follows:

The Board of Directors shall establish a Sub-Fund in respect of each Class of Shares and may establish a Sub-Fund in respect of multiple Classes of Shares in the following manner:

a) If multiple Classes of Shares relate to one Sub-Fund, the assets attributable to such classes shall be commonly invested pursuant to the specific investment policy of the Sub-Fund concerned provided however, that within a Sub-Fund, the Board of Directors is empowered to define Classes of Shares so as to correspond to (i) a specific distribution policy, such as entitling to distributions or not entitling to distributions and/or (ii) a specific sales and redemption charge structure and/or (iii) a specific management or advisory fee structure, and/or (iv) a specific assignment of distribution, shareholder services or other fees and/or (v) the currency or currency unit in which the class may be quoted and based on the rate of exchange between such currency or currency unit and the Reference Currency of the relevant Sub-Fund and/or (vi) the use of different hedging techniques in order to protect in the Reference Currency of the relevant Sub-Fund the assets and returns quoted in the currency of the relevant Class of Shares against long-term movements of their currency of quotation and/or (vii) such other features as may be determined by the Board of Directors from time to time in compliance with applicable law;

b) The proceeds to be received from the issue of shares of a class shall be applied in the books of the Company to the relevant class or Classes of Shares issued in respect of such Sub-Fund;

c) The assets, liabilities, income and expenditure attributable to a Sub-Fund shall be applied to the class or Classes of Shares issued in respect of such Sub-Fund, subject to the provisions here above under (a);

d) Where any asset is derived from another asset, such derivative asset shall be attributable in the books of the Company to the same class or Classes of Shares as the assets from which it was derived and on each revaluation of an asset, the increase or decrease in value shall be applied to the relevant class or Classes of Shares;

e) In the case where any asset or liability of the Company cannot be considered as being attributable to a particular Class of Shares, such asset or liability shall be allocated to all the Classes of Shares pro rata to their respective Net Asset Values or in such other manner as determined by the Board of Directors acting in good faith, provided that (i) where assets, on behalf of several Sub-Funds are held in one account and/or are co-managed as a segregated pool of assets by an agent of the Board of Directors, the respective right of each Class of Shares shall correspond to the prorated portion resulting from the contribution of the relevant Class of Shares to the relevant account or pool, and (ii) the right shall vary in accordance with the contributions and withdrawals made for the account of the Class of Shares, as described in the sales documents for the shares of the Company.

All valuation regulations and determinations shall be interpreted and made in accordance with generally accepted accounting principles.

In the absence of bad faith, gross negligence or manifest error, every decision in calculating the Net Asset Value taken by the Board of Directors or by any bank, company or other organization which the Board of Directors may appoint for the purpose of calculating the Net Asset Value, shall be final and binding on the Company and present, past or future shareholders.

IV. For the purpose of this article:

1) Shares to be redeemed are considered as issued and existing shares until the closing of the relevant Valuation Date. The redemption price will be considered from the closing of the Valuation Date and until final payment as one of the Company's liabilities. Each share to be issued by the Company will be considered as an issued share from the closing of the relevant Valuation Date. Its price will be considered as owed to the Company until its final payment.

2) shares to be issued by the Company shall be treated as being in issue as from the time specified by the Board of Directors on the Valuation Date on which such valuation is made and from such time and until received by the Company the price therefore shall be deemed to be a debt due to the Company;

3) all investments, cash balances and other assets expressed in currencies other than the Reference Currency of the relevant Sub-Fund shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the Net Asset Value of shares; and

4) where on any Valuation Date, the Company has contracted to:

- purchase any asset, the value of the consideration to be paid for such asset shall be shown as a liability of the Company and the value of the asset to be acquired shall be shown as an asset of the Company;

- sell any asset, the value of the consideration to be received for such asset shall be shown as an asset of the Company and the asset to be delivered shall not be included in the assets of the Company;

provided however, that if the exact value or nature of such consideration or such asset is not known on such Valuation Date, then its value shall be estimated by the Company.

V. In as far as several share classes have been established, the following particularities arise for the share valuation:

1) The net asset value calculation is made separately for each share class according to the criteria mentioned here after.

2) The inflow of funds due to the issue of shares increases the percentage portion of the respective share class on the total value of the respective Sub-Fund's net assets. The outflow of funds due to the redemption of shares reduces the percentage portion of the respective share class on the total value of the respective Sub-Fund's net assets.

3) In the case of distribution, the net asset value of the shares entitled for distribution of the appropriate share class is reduced by the amount of the distribution. Therefore, at the same time, the percentage portion of this share class is reduced in the total value of the respective Sub-Fund's net assets, while the percentage portion of share classes not entitled for distribution increases the total respective Sub-Fund's net assets.

The Company may perform in the shareholders' interest an adjustment of the Net Asset Value as further determined under the prospectus of the Company from time to time.

Art. 12. Frequency and Temporary suspension of calculation of Net Asset Value per Share, of issue, Redemption and Conversion of Shares. With respect to each Class of Shares, the Net Asset Value per Share shall be calculated from time to time by the Company or any agent appointed thereto by the Company, at least twice a month at a frequency determined by the Board of Directors, such date being referred to herein as the «Valuation Date».

The Board of Directors is entitled to suspend the calculation of a respective Sub-Fund's net asset value, if and for as long as there are circumstances which make this suspension necessary and if the suspension is justifiable, taking into account the interests of the shareholders, in particular:

1. during the time in which a stock exchange or another market, where a considerable part of a respective Sub-Fund's assets is officially quoted or traded, is closed (except at the usual weekends or on bank holidays) or the trading on this stock exchange or corresponding market ceases or is limited;

2. where a major part of the securities and instruments in the Sub-Fund are not listed or otherwise not subject to orderly pricing entailing that the net asset value cannot be satisfactorily determined in a manner that safeguards the equal right of the shareholders;

3. in periods, where the political, economic, military, monetary or social circumstances or any case of force majeure, beyond the responsibility or power of the Board of Directors, make it impossible to dispose of a respective Sub-Fund's assets by reasonable and normal means, without causing serious prejudice to its shareholders;

4. during the time in which the stock exchange or another market forming the basis of the valuation of a major part of the Sub-Fund's assets is (are) closed for legal holidays;

5. in an emergency, when the Board of Directors may not dispose of a respective Sub-Fund's investments or it is impossible for it to freely transfer the transaction value resulting from purchases and sales of investment.

Any such suspension shall be publicised, if appropriate, by the Company and may be notified to shareholders within a delay to be determined by the Company's Board of Directors, having made an application for subscription, redemption or conversion of shares for which the calculation of the Net Asset Value has been suspended.

Such suspension as to any Sub-Fund shall have no effect on the calculation of the Net Asset Value per Share, the issue, redemption and conversion of shares of any other Sub-Fund.

Any request for subscription, redemption or conversion shall be irrevocable except in the event of a suspension of the calculation of the Net Asset Value.

Title III.- Administration and Supervision

Art. 13. Directors. The Company shall be managed by a Board of Directors composed of not less than three members, who need not be shareholders of the Company.

They shall be elected for a term not exceeding six years. The directors shall be elected by the shareholders at a general meeting of shareholders; the latter shall further determine the number of directors, their remuneration and the term of their office.

Any director may be removed with or without cause or be replaced at any time by resolution adopted by the general meeting.

In the event of a vacancy in the office of director, the remaining directors may temporarily fill such vacancy; the shareholders shall take a final decision regarding such nomination at their next general meeting.

Art. 14. Board Meetings. The Board of Directors may choose from among its members a chairman. It may choose a secretary, who need not be a director, who shall write and keep the minutes of the meetings of the Board of Directors and of the shareholders. The Board of Directors shall meet upon call by the chairman or any two directors, at the place indicated in the notice of meeting.

The chairman shall preside at the meetings of the directors and of the shareholders. In his absence, the shareholders or the board members shall decide by a majority vote that another director, or in case of a shareholders'meeting, that any other person shall be in the chair of such meetings.

The Board of Directors may appoint any officers, including a general manager and any assistant general managers as well as any other officers that the Company deems necessary for the operation and management of the Company. Such appointments may be cancelled at any time by the Board of Directors. The officers need not be directors or shareholders of the Company. Unless otherwise stipulated by these Articles, the officers shall have the rights and duties conferred upon them by the Board of Directors.

Written notice of any meeting of the Board of Directors shall be given to all directors at least twenty-four hours prior to the date set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by consent in writing, by telefax or any other similar means of communication. Separate notice shall not be required for meetings held at times and places fixed in a resolution adopted by the Board of Directors.

Any director may act at any meeting by appointing in writing, by telefax or any other similar means of communication another director as his proxy. A director may represent several of his colleagues.

Any director may participate in a meeting of the Board of Directors by conference call or similar means of communications equipment whereby all persons participating in the meeting can hear each other, and participating in a meeting by such means shall constitute presence in person at such meeting.

The directors may only act at duly convened meetings of the Board of Directors. The directors may not bind the Company by their individual signatures, except if specifically authorized thereto by resolution of the Board of Directors.

The Board of Directors can deliberate or act validly only if at least the majority of the directors, or any other number of directors that the Board of Directors may determine, are present or represented.

Resolutions of the Board of Directors will be recorded in minutes signed by the chairman of the meeting. Copies of extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two directors.

Resolutions are taken by a majority vote of the directors present or represented at such meeting. In the event that at any meeting the number of votes for or against a resolution is equal, the chairman of the meeting shall have a casting vote.

Resolutions in writing approved and signed by all directors shall have the same effect as resolutions voted at the directors' meetings; each director shall approve such resolution in writing, by telefax or any other similar means of communication. Such approval shall be confirmed in writing and all documents shall form the record that proves that such decision has been taken.

Art. 15. Powers of the Board of Directors. The Board of Directors is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose, in compliance with the investment policy as determined in article 18 hereof.

All powers not expressly reserved by law or by the present Articles to the general meeting of shareholders are in the competence of the Board of Directors.

Art. 16. Corporate signature. Vis-à-vis third parties, the Company is validly bound by the joint signatures of any two directors or by the joint or single signature of any person(s) to whom authority has been delegated by the Board of Directors.

Art. 17. Delegation of power. The Board of Directors of the Company may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorised signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose to one or several physical persons or corporate entities, which need not be members of the Board of Directors, who shall have the powers determined by the Board of Directors and who may, if the Board of Directors so authorises, sub-delegate their powers.

The board may also confer special powers of attorney by notarial or private proxy.

Art. 18. Investment policies and Restrictions. The Board of Directors, based upon the principle of risk spreading, has the power to determine (i) the investment policies to be applied in respect of each Sub-Fund, (ii) the hedging strategy as well as other trading strategies to be applied to specific Classes of Shares within particular Sub-Funds and (iii) the course of conduct of the management and business affairs of the Company, all within the restrictions as shall be set forth by the Board of Directors in compliance with the prospectus of the Company and applicable laws and regulations.

The main objective of each Sub-Fund is to invest in transferable securities and other Eligible Assets, as described in the prospectus of the Company, with the purpose of spreading investment risks. The investment objectives of the Sub-Funds will be carried out in compliance with the investment restrictions set forth in the prospectus of the Company.

The Board of the Company may decide to invest up to one hundred per cent of the total net assets of each Sub-Fund of the Company in different transferable securities and money market instruments issued or guaranteed by any Member State of the European Union, its local authorities, a non-Member State of the European Union, as acceptable by the supervisory authority and disclosed in the prospectus of the Company, or public international bodies of which one or more of such Member States of the European Union are members, provided that in the case where the Company decides to make use of this provision it must hold securities from at least six different issues and securities from any one issue may not account for more than thirty per cent of such Sub-Fund's total net assets.

In accordance with the conditions set forth in the Law of 2010, the applicable Luxembourg regulations and the prospectus of the Company, any Sub-Fund may, to the largest extent permitted, invest in one or more other Sub-Funds of the Company.

Furthermore, in accordance with the conditions set forth in the Law of 2010, the applicable Luxembourg regulations and the prospectus, the Board may, at any time it deems appropriate and to the largest extent permitted, (i) create any Sub-Fund qualifying either as a feeder or as a master Sub-Fund, (ii) convert any existing Sub-Fund into a feeder or a master Sub-Fund.

Art. 19. Conflict of interest. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the Company is interested in, or is a director, associate, officer or employee of, such other company or firm. Any director or officer of the Company who serves as a director, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any director or officer of the Company may have in any transaction of the Company an interest opposite to the interests of the Company, such director or officer shall make known to the Board of Directors such opposite interest and shall not consider or vote on any such transaction, and such transaction and such director's or officer's interest therein shall be reported to the next succeeding general meeting of shareholders.

The term «opposite interest», as used in the preceding sentence, shall not include any relationship with or without interest in any matter, position or transaction involving any person, company or entity as may from time to time be determined by the Board of Directors in its discretion.

Art. 20. Indemnification of Directors. The Company shall indemnify any director or officer and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Company or, at its request, of any other company of which the Company is a shareholder or a creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

Art. 21. Auditors. The accounting data related in the annual report of the Company shall be examined by an approved statutory auditor («réviseur d'entreprises agréé») appointed by the general meeting of shareholders and remunerated by the Company.

The approved statutory auditor shall fulfil all duties prescribed by the Law of 2010.

Title IV. - General meetings - Accounting year - Distributions

Art. 22. General Meetings of Shareholders of the Company. The general meeting of shareholders of the Company shall represent the entire body of shareholders of the Company. Its resolutions shall be binding upon all the shareholders regardless of the Class of Shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

The general meeting of shareholders shall meet upon call by the Board of Directors.

It may also be called upon the request of shareholders representing at least one fifth of the share capital.

The annual general meeting shall be held in accordance with Luxembourg law at the registered office of the Company in Luxembourg, on the third Wednesday of the month of April of each year at 11.00 a.m. (Luxembourg time).

If such day is a legal or a bank holiday in Luxembourg, the annual general meeting shall be held on the next following bank business day.

Other meetings of shareholders may be held at such places and times as may be specified in the respective notices of meeting.

Registered shareholders shall meet upon call by the Board of Directors pursuant to a notice setting forth the agenda sent at least eight (8) days prior to the meeting at the shareholder's address in the register of shareholders. The giving of such notice to registered shareholders need not be justified to the meeting. The agenda shall be prepared by the Board of Directors except in the instance where the meeting is called on the written demand of the shareholders in which instance the Board of Directors may prepare a supplementary agenda.

If bearer shares are issued the notice of meeting shall in addition be published as provided by law in the «Mémorial C, Recueil des Sociétés et Associations», in one or more Luxembourg newspapers, and in such other newspapers as the Board of Directors may decide.

If all shares are in registered form and if no publications are made, notices to shareholders may be mailed by registered mail only.

If all shareholders are present or represented and consider themselves as being duly convened and informed of the agenda, the general meeting may take place without notice of meeting.

The Board of Directors may determine all other conditions that must be fulfilled by shareholders in order to attend any meeting of shareholders.

The business transacted at any meeting of the shareholders shall be limited to the matters contained in the agenda (which shall include all matters required by law) and business incidental to such matters.

Each share of whatever class is entitled to one vote, in compliance with Luxembourg law and these Articles. A shareholder may act at any meeting of shareholders by giving a written proxy to another person, who need not be a shareholder and who may be a director of the Company.

Unless otherwise provided by law or herein, resolutions of the general meeting are passed by a simple majority vote of the shareholders present or represented.

Art. 23. General Meetings of Shareholders in a Sub-Fund or in a Class of Shares. The shareholders of the class or classes issued in respect of any Sub-Fund may hold, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund.

In addition, the shareholders of any Class of Shares may hold, at any time, general meetings for any matters which are specific to such class.

The provisions of article 22, paragraphs 2, 3, 7, 8, 9, 10 and 11 shall apply to such general meetings.

Each share is entitled to one vote in compliance with Luxembourg law and these Articles. Shareholders may act either in person or by giving a written proxy to another person who needs not be a shareholder and may be a director of the Company.

Unless otherwise provided for by law or herein, the resolutions of the general meeting of shareholders of a Sub-Fund or of a Class of Shares are passed by a simple majority vote of the shareholders present or represented.

Art. 24. Mergers. For the purposes of this article, the term UCITS also refers to a subfund of a UCITS.

In the event that for any reason the value of the total net assets in any Sub-Fund or the value of the net assets of any Class of Shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the Board of Directors to be the minimum level for such Sub-Fund, or such Class of Shares, to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalisation, or if required in the interest of the Shareholders of any Sub-Fund, the Board of Directors may decide to merge the assets of any Sub-Fund or Class of Shares to those of another existing Sub-Fund or Class of Shares within the Company or to another UCITS and to redesignate the Shares of the Class or Classes concerned as Shares of another Class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to Shareholders).

Any merger between Sub-Funds, Classes of Shares or between a Sub-Fund or the Company and another UCITS and the effective date shall be decided by the Board of Directors except for any merger where the Company would cease to exist, in the later case the effective date of the merger must be decided by a general meeting of Shareholders of the Company acting under the same majority and quorum requirements as are required to amend the articles of incorporation.

In the case required by the Law, the Company shall entrust either an authorised auditor or, as the case may be, an independent auditor to perform the necessary validations prescribed by the Law.

Practical terms of mergers will be performed and will have the effect in accordance with the prospectus of the Company and Chapter 8 of the Law.

Information on the merger shall be made available to the investors of the merging and/or receiving UCITS on the management company's website and, as the case may be, in all other forms prescribed by laws or related regulations of the countries, where the relevant Shares are sold.

Art. 25. Termination of Sub-Funds or Classes of Shares. In the event that for any reason the value of the total net assets in any Sub-Fund or the value of the net assets of any Class of Shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the Board of Directors to be the minimum level for such Sub-Fund, or such Class of Shares, to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalisation, or if required in the interest of the shareholders of any Sub-Fund, the Board of Directors may decide to redeem all the shares of the relevant class or classes at the Net Asset Value per Share (taking into account actual realisation prices of investments and realisation expenses) calculated on the Valuation Date at which such decision shall take effect, without the approval of the shareholders being necessary. The relevant Shareholders will be informed of the decision to liquidate prior to the effective date of the liquidation, in a form permitted by laws and related regulations of the countries where the relevant Shares are sold. Unless it is otherwise decided in the interests of, or to keep equal treatment between the shareholders, the shareholders of the Sub-Fund or of the Class of Shares concerned may continue to request redemption or conversion of their shares free of charge (but taking into account actual realisation prices of investments and realisation expenses) prior to the date effective for the compulsory redemption.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraph, the general meeting of shareholders of any one or all Classes of Shares issued in any Sub-Fund, acting under the same majority and quorum requirements as are required to amend the articles of incorporation, will, in any other circumstances, have the power, upon proposal from the Board of Directors, to redeem all the shares of the relevant class or classes and refund to the shareholders the Net Asset Value of their shares (taking into account actual realisation prices of investments and realisation expenses) calculated on the Valuation Date at which such decision shall take effect.

The closure of the liquidation of a Sub-Fund and the deposit of any unclaimed amounts with the Caisse de Consignation in Luxembourg must take place within a period of time established by laws and/or regulations. The liquidation proceeds deposited with the Caisse de Consignation in Luxembourg will be available to the persons entitled thereto for the period established by law. At the end of such period unclaimed amounts will revert to the Luxembourg State.

Under the same circumstances as described above, the Board of Directors may also decide upon the reorganisation of any Sub-Fund by means of a division into two or more separate Sub-Funds. Such decision will be notified in the same manner as described above and, in addition, the notification will contain information in relation to the two or more separate Sub-Funds resulting from the reorganisation. Such notification will be made at least one month before the date on which the reorganisation becomes effective in order to enable shareholders to request redemption or switch of their shares, free of charge, before the reorganisation becomes effective.

Art. 26. Accounting Year. The accounting year of the Company shall commence on 1 st of January of each year and shall terminate on 31 st of December of the same year.

Art. 27. Distributions. The general meeting of shareholders of the class or classes issued in respect of any Sub-Fund shall, upon proposal from the Board of Directors and within the limits provided by law, determine how the results of such Sub-Fund shall be disposed of, and may from time to time declare, or authorise the Board of Directors to declare, distributions.

For any Class of Shares entitled to distributions, the Board of Directors may decide to pay interim dividends in compliance with the conditions set forth by law.

Payments of distributions to holders of registered shares shall be made to such shareholders at their addresses in the register of shareholders. Payments of distributions to holders of bearer shares shall be made upon presentation of the dividend coupon, if any, to the agent or agents therefore designated by the Company or in any such manner as the Board of Directors shall determine from time to time.

Distributions may be paid in such currency and at such time and place that the Board of Directors shall determine from time to time.

The Board of Directors may decide to distribute stock dividends in lieu of cash dividends upon such terms and conditions as may be set forth by the Board of Directors.

Any distribution that has not been claimed within five years of its declaration shall be forfeited and revert to the class or Classes of Shares issued in respect of the relevant Sub-Fund.

No interest shall be paid on a dividend declared by the Company and kept by it at the disposal of its beneficiary.

Title V. - Final provisions

Art. 28. Custodian. To the extent required by law, the Company shall enter into a custody agreement with a banking or saving institution as defined by the law of 5 April 1993 on the financial sector, as amended (herein referred to as the «Custodian»).

The Custodian shall fulfil the duties and responsibilities as provided for by the Law of 2010.

If the Custodian desires to retire, the Board of Directors shall use its best endeavours to find a successor custodian within two months of the effectiveness of such retirement. The directors may terminate the appointment of the Custodian but shall not remove the Custodian unless and until a successor custodian shall have been appointed to act in the place thereof.

Art. 29. Dissolution of the Company. The Company may at any time be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements referred to in article 31 hereof.

Whenever the share capital falls below two-thirds of the minimum capital indicated in article 5 hereof, the question of the dissolution of the Company shall be referred to the general meeting by the Board of Directors. The general meeting, for which no quorum shall be required, shall decide by simple majority of the votes of the shares represented at the meeting.

The question of the dissolution of the Company shall further be referred to the general meeting whenever the share capital falls below one-fourth of the minimum capital set by article 5 hereof; in such an event, the general meeting shall be held without any quorum requirements and the dissolution may be decided by shareholders holding one-fourth of the votes of the shares represented at the meeting.

The meeting must be convened so that it is held within a period of forty days from ascertainment that the net assets of the Company have fallen below two-thirds or one-fourth of the legal minimum, as the case may be.

Art. 30. Liquidation. Liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities, appointed by the general meeting of shareholders which shall determine their powers and their compensation.

The closure of the liquidation of the Company and the deposit of any unclaimed amounts with the Caisse de Consignation in Luxembourg must take place within a period of time established by laws and/or regulations. The liquidation proceeds deposited with the Caisse de Consignation in Luxembourg will be available to the persons entitled thereto for the period established by law. At the end of such period unclaimed amounts will revert to the Luxembourg State.

Art. 31. Amendments to the Articles. These Articles may be amended by a general meeting of shareholders subject to the quorum and majority requirements provided by the law of 10 August 1915 on commercial companies, as amended.

Art. 32. Applicable law. All matters not governed by these Articles shall be determined in accordance with the law of 10 August 1915 on commercial companies and the Law of 2010 as such laws have been or may be amended from time to time.

Nothing else being on the agenda, and nobody wishing to address the meeting, the meeting was closed at 2.30 p.m.

The undersigned notary who understands and speaks English, states herewith that at the request of the above appearing party, the present deed is worded in English.

In faith of which we, the undersigned notary, set our hand and seal in Luxembourg City, on the day named at the beginning of this document.

The document having been read to the persons appearing, said persons appearing signed with us, the notary, the present original deed.

Signé: R. GALIOTTO, S. WOLTER, R. KÖMEN et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 5 janvier 2012. Relation: LAC/2012/1007. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé) I. THILL.

POUR EXPEDITION CONFORME, délivrée à la société sur demande.

Luxembourg, le 12 janvier 2012.

Référence de publication: 2012007342/725.

(120007380) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 janvier 2012.

Brassco Holding, Société Anonyme.

Siège social: L-1746 Luxembourg, 1, rue Joseph Hackin.

R.C.S. Luxembourg B 22.072.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg.
FIDUPAR
1, rue Joseph Hackin
L-1746 Luxembourg
Signature

Référence de publication: 2011173982/14.

(110202855) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Bass.Com S.A., Société Anonyme.

Siège social: L-1510 Luxembourg, 57, avenue de la Faïencerie.

R.C.S. Luxembourg B 101.079.

—

Les comptes annuels au 31.12.2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2011173968/9.

(110202731) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Blynn S.A., Société Anonyme.

Siège social: L-1128 Luxembourg, 37, Val Saint André.

R.C.S. Luxembourg B 44.708.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2011173979/10.

(110203508) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Bülow Design Management S.à r.l., Société à responsabilité limitée.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.

R.C.S. Luxembourg B 90.784.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2011173984/9.

(110203085) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

BS Conseil S.à r.l., Société à responsabilité limitée.

Siège social: L-2550 Luxembourg, 2, avenue du X Septembre.

R.C.S. Luxembourg B 84.334.

—

Acte constitutif publié au Mémorial C nr. 348 du 2 mars 2002

Le bilan au 31/12/2010 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 19 décembre 2011. Signature.

Référence de publication: 2011173985/11.

(110202818) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Deloitte Touche Tohmatsu, Société à responsabilité limitée.

Capital social: EUR 412.500,00.

Siège social: L-2220 Luxembourg, 560, rue de Neudorf.

R.C.S. Luxembourg B 60.927.

—

Cession

Suite à un changement dans l'actionnariat de la Société, la répartition des 15.000 parts sociales de la Société, se présente comme suit:

Associés	Parts sociales
Dan Arendt	236
Jean-Philippe Bachelet	196
Roland Bastin	196
David Capocci	314
Stéphane Césari	314
Benjamin Colette	196
Bernard David	314

Christian Deglas	196
Georges Deitz	628
Dirk Dewitte	471
Laurent Fedrigo	393
Martin Flaunet	275
Jean-Philippe Foury	236
Yves Francis	942
Vincent Gouverneur	628
Thierry Hoeltgen	785
Lou Kiesch	353
Georges Kioes	393
Raymond Krawczykowski	589
Benjamin Lam	471
Olivier Lefevre	314
Philippe Lenges	236
Sonja Linz	275
Olivier Maréchal	314
Barbara Michaelis	353
Sophie Mitchell	510
Vafa Moayed	550
Pascal Noël	432
Franz Prost	785
John Psaila	236
Gilbert Renel	314
Basil Sommerfeld	275
Marie José Steinborn	275
Stéphane Tilkin	196
Eric van de Kerkhove	707
Joël Vanoverschelde	353
Johnny Yip	471
Xavier Zaegel	275
Deloitte Touche Tohmatsu S.à r.l.	3
Total	15.000

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations

Pour extrait conforme
Luxembourg, le 15 décembre 2011.

Référence de publication: 2011171545/56.

(110199933) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

BTM S.à r.l., Société à responsabilité limitée.

Siège social: L-9911 Troisvierges, 2, rue de Drinklange.

R.C.S. Luxembourg B 108.171.

—

Les comptes annuels au 31/12/2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2011173986/9.

(110203408) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Buba S.A., Société Anonyme Unipersonnelle.

Siège social: L-1611 Luxembourg, 61, avenue de la Gare.

R.C.S. Luxembourg B 115.012.

—

Il est porté à la connaissance du public que l'adresse de l'Administrateur Tornike KEBURIYA est désormais 61, avenue de la Gare L-1611 Luxembourg et que son mandat d'administrateur délégué n'a pas été renouvelé.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2011173987/10.

(110203336) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Cargill International Luxembourg 1 S.à r.l., Société à responsabilité limitée.

Capital social: USD 2.405.674.922,00.

Siège social: L-1528 Luxembourg, 11-13, boulevard de la Foire.

R.C.S. Luxembourg B 150.964.

—

Les comptes annuels au 31 mai 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2011173989/9.

(110202402) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Catalyst Recovery Europe S.A., Société Anonyme.

Siège social: L-4832 Rodange, 420, route de Longwy.

R.C.S. Luxembourg B 16.298.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 19 décembre 2011.

Signature

Un mandataire

Référence de publication: 2011173990/12.

(110203115) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Beverly Hills Club S.à r.l., Société à responsabilité limitée.

Siège social: L-2417 Luxembourg, 6, rue de Reims.

R.C.S. Luxembourg B 69.908.

—

Les comptes annuels au 31.12.2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2011169981/10.

(110197365) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 décembre 2011.

Reve d'Or S.A., Société Anonyme.

Siège social: L-4123 Esch-sur-Alzette, 40-42, rue du Fossé.

R.C.S. Luxembourg B 152.418.

—

DISSOLUTION

L'an deux mille onze, le huit décembre;

Pardevant Nous Maître Carlo WERSANDT, notaire de résidence à Luxembourg (Grand-Duché de Luxembourg), soussigné;

A COMPARU:

La société anonyme "DANLUXINVEST S.A.", établie et ayant son siège social à L-4123 Esch-sur-Alzette, 40-42, rue du Fossé, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 112699,

ici dûment représentée par son administrateur-délégué, Monsieur Daniel ANTONY, comptable, demeurant professionnellement à L-1319 Luxembourg, 91, rue Cents.

Laquelle partie comparante, représentée comme dit ci-avant, a requis le notaire instrumentant de documenter comme suit ses déclarations et constatations:

a) Que la société anonyme "REVE D'OR S.A.", (ci-après la "Société"), établie et ayant son siège social à L-4123 Esch-sur-Alzette, 40-42, rue du Fossé, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 152418, a été constituée suivant acte reçu par Maître Alex WEBER, notaire de résidence à Bascharage, en date du 26 mars 2010, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1052 du 19 mai 2010;

b) Que le capital social de la Société est fixé à cent quatre-vingt mille euros (180.000,- EUR), représenté par cent quatre-vingts (180) actions sans désignation de valeur nominale chacune, entièrement libérées;

c) Que la partie comparante, représentée comme dit ci-avant, est devenue successivement propriétaire de toutes les actions de la Société (l'"Associée Unique");

d) Que l'activité de la Société ayant cessé, l'Associée Unique prononce la dissolution anticipée de la Société avec effet immédiat et sa mise en liquidation.

e) Que l'Associée Unique se désigne comme liquidateur de la Société et aura pleins pouvoirs d'établir, de signer, d'exécuter et de délivrer tous actes et documents, de faire toute déclaration et de faire tout ce qui est nécessaire ou utile pour mettre en exécution les dispositions du présent acte;

f) Qu'en sa capacité de liquidateur de la Société, l'Associée Unique requiert le notaire instrumentant d'acter qu'elle déclare avoir réglé tout le passif de la Société ou l'avoir dûment provisionné et avoir transféré tous les actifs à son profit;

g) Que l'Associée Unique est investie de tous les éléments actifs de la Société et déclare reprendre de manière irrévocable tout le passif social et de tous les engagements de la Société même inconnus à ce jour;

h) Que l'Associée Unique prononce la clôture de la liquidation et constate que la Société a définitivement cessé d'exister et que tous les registres de la Société relatifs à l'émission d'actions ou de tous autres valeurs seront annulés;

i) Que décharge pleine et entière est donnée aux membres du conseil d'administration et au commissaire aux comptes pour l'exécution de leur mandat jusqu'en date des présentes.

j) Que les livres et documents de la Société dissoute, seront conservés pendant cinq ans au moins dans les locaux de la société "UNCOS" à L-1319 Luxembourg, 91, rue Cents.

Frais

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à sa charge à raison des présentes, est évalué approximativement à la somme de mille euros et la partie comparante, en tant qu'associé unique, s'y engage personnellement.

DONT ACTE, fait et passé à Luxembourg, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée au représentant de la partie comparante, ès-qualités qu'il agit, connu du notaire par nom, prénom, état et demeure, il a signé avec Nous notaire le présent acte.

Signé: D. ANTONY, C. WERSANDT.

Enregistré à Luxembourg A.C., le 9 décembre 2011. LAC/2011/54824. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): Francis SANDT.

POUR EXPEDITION CONFORME, délivrée.

Luxembourg, le 13 décembre 2011.

Référence de publication: 2011170336/53.

(110197915) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2011.

RREP Luxembourg S.à r.l., Société à responsabilité limitée unipersonnelle.

Capital social: EUR 450.000,00.

Siège social: L-1450 Luxembourg, 73, Côte d'Eich.

R.C.S. Luxembourg B 148.029.

—

Les comptes consolidés au 30 septembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature

Un mandataire

Référence de publication: 2011170949/12.

(110198500) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 décembre 2011.

Cosisia S.A., Société Anonyme.

Siège social: L-1449 Luxembourg, 18, rue de l'Eau.

R.C.S. Luxembourg B 89.997.

—

DISSOLUTION

EXTRAIT

Il résulte d'un acte de clôture de liquidation reçu par le notaire Martine SCHAEFFER, de résidence à Luxembourg, en date du 9 décembre 2011, enregistré à Luxembourg A.C., le 14 octobre 2011, LAC/2011/55495, aux droits de soixante-

quinze euros (75.- EUR), que la société anonyme établie à Luxembourg sous la dénomination de "COSISIA S.A. (en liquidation)", R.C.S. Luxembourg Numéro B 89.997, ayant son siège social à Luxembourg au 18, rue de l'Eau, constituée par acte de Maître Joseph ELVINGER, notaire de résidence à Luxembourg, en date du 11 novembre 2002, publié au Mémorial, Recueil des Sociétés et Associations C numéro 1801 du 19 décembre 2002,

a été clôturée et que par conséquence la société est dissoute.

Les livres et documents de la société seront conservés pendant une durée de cinq ans à partir du jour de la liquidation auprès de FIDUCENTER S.A., ayant son siège social au 18, rue de l'Eau, L-1449 Luxembourg.

Pour extrait conforme délivré à la demande de la société.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 19 octobre 2011.

Référence de publication: 2011171509/21.

(110199733) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

LSREF2 Lux Investments I S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2557 Luxembourg, 7, rue Robert Stümper.

R.C.S. Luxembourg B 165.283.

—

STATUTES

In the year two thousand and eleven, on the ninth day of December.

Before Us, Maître Martine SCHAEFFER, notary residing in Luxembourg.

THERE APPEARED:

Lone Star Capital Investments S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated under the laws of Luxembourg, with registered office at 7, rue Robert Stümper, L-2557 Luxembourg, registered with the Luxembourg trade and companies register under number B 91.796, duly represented by Mr Philippe Jusseau, here represented by Mrs Jessica Cherain, employee, professionally residing in Luxembourg, by virtue of a power of attorney, given in Luxembourg, on December 7 th , 2011.

Said proxy, after having been signed "ne varietur" by the proxyholder of the appearing party and by the undersigned notary, shall remain annexed to the present deed, to be filed with the registration authorities.

Such appearing party, in the capacity in which it acts, has requested the undersigned notary, to state as follows the articles of association of a private limited liability company (société à responsabilité limitée), which is hereby incorporated.

Art. 1. There exists a private limited liability company (société à responsabilité limitée) which will be governed by the laws pertaining to such an entity, and in particular the law dated 10 August 1915 on commercial companies, as amended (the Companies Act), as well as by the present articles (hereafter the Company).

Art. 2. The Company may carry out all transactions pertaining directly or indirectly to the creation, acquisition, holding and/or disposal, in any form and by any means, of participations, rights and interests in, and obligations of, any form of Luxembourg and foreign companies and enterprises, and the administration, management, control and/or development of those participations, rights, interests and obligations.

The Company may, by any means whatsoever, use its funds to establish, manage, develop and/or dispose of all of its assets as they may be composed from time to time, to acquire, invest in and/or dispose of any kinds of property, tangible and intangible, movable and immovable, to participate in the creation, acquisition, development and/or control of any form of Luxembourg and foreign companies and enterprises, to acquire by any means, establish, own, manage, develop and/or dispose of any portfolio of securities and intellectual property rights of whatever origin and to realise them by way of sale, transfer, assignment, exchange or otherwise.

The Company may give guarantees and/or grant security in favour of third parties to secure its obligations and/or the obligations of its subsidiaries, affiliated companies and any other company, pledge, transfer, encumber or otherwise create security over some or all of its assets and grant loans, advances and/or assistance, in any form whatsoever, to its subsidiaries, affiliated companies and third parties.

The Company may take any measure and carry out any operation, including but not limited to commercial, industrial, financial, personal and real estate operations, which are directly or indirectly connected with, or may favour the development of, its corporate purpose.

Art. 3. The Company is formed for an unlimited period of time.

Art. 4. The Company will have the name of LSREF2 Lux Investments I S.à r.l.

Art. 5. The registered office is established in Luxembourg.

It may be transferred to any other place in the Grand-Duchy of Luxembourg by means of a resolution of an extraordinary general meeting of its partners. It may be transferred within the boundaries of the municipality by a resolution of the board of managers of the Company.

The Company may have offices and branches, both in Luxembourg and abroad.

Art. 6. The Company's subscribed share capital is fixed at EUR 12,500 (twelve thousand and five hundred euro), represented by 100 (one hundred) shares having a nominal value of EUR 125 (one hundred and twenty-five euro) per share each.

Art. 7. The capital may be changed at any time by a decision of the single shareholder or by a decision of the shareholders meeting, in accordance with article 14 of these articles of association.

Art. 8. Each share entitles to a fraction of the corporate assets and profits of the Company in direct proportion to the number of shares in existence.

Art. 9. Towards the Company, the Company's shares are indivisible, since only one owner is admitted per share. Joint co-owners have to appoint a sole person as their representative towards the Company.

Art. 10. In case of a single partner, the Company's shares held by the single partner are freely transferable.

In the case of plurality of partners, the shares held by each partner may be transferred by application of the requirements of article 189 of the Companies Act.

Art. 11. The death, suspension of civil rights, insolvency or bankruptcy of the single partner or of one of the partners will not bring the Company to an end.

Art. 12. The Company is managed by one or more managers. If several managers have been appointed, they will constitute a board of managers. The manager(s) need not be shareholder(s). The manager(s) are appointed, revoked and replaced by the general shareholder meeting, by a decision adopted by shareholders owning more than half of the share capital.

The general meeting of the shareholders may at any time and ad nutum (without cause) dismiss and replace the manager or, in case of plurality, any one of them.

In dealing with third parties, the manager(s) will have all powers to act in the name of the Company in all circumstances and to carry out and approve all acts and operations consistent with the Company's objects and provided the terms of this article 12 shall have been complied with.

All powers not expressly reserved by law or the present articles of association to the general meeting of shareholders fall within the competence of the manager, or in case of plurality of managers, of the board of managers.

The Company shall be bound by the sole signature of its single manager, and, in case of plurality of managers, by the sole signature of any manager.

The general shareholders meeting or the manager, or in case of plurality of managers, the board of managers may sub-delegate his powers for specific tasks to one or several ad hoc agents.

The general shareholders meeting or the manager, or in case of plurality of managers, the board of managers will determine this agent's responsibilities and remuneration (if any), the duration of the period of representation and any other relevant conditions of his agency.

In case of plurality of managers, the resolutions of the board of managers shall be adopted by the majority of the managers present or represented.

In case of plurality of managers, written notices of any meeting of the board of managers will be given to all managers, in writing or by cable, telegram, telefax or telex, at least 24 (twenty-four) hours in advance of the hour set for such meeting, except in circumstances of emergency. This notice may be waived if all the managers are present or represented, and if they state that they have been informed on the agenda of the meeting. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by a resolution of the board of managers.

Any manager may act at any meeting of the board of managers by appointing in writing or by cable, telegram, telefax or telex another manager as his proxy. Managers may also cast their votes by telephone confirmed in writing. The board of managers can deliberate or act validly only if at least the majority of its members are present or represented at a meeting of the board of managers.

Notwithstanding the foregoing, a resolution of the board of managers may also be passed in writing in which case it shall consist of one or several documents containing the resolutions and signed by each and every manager. The date of such resolution shall be the date of the last signature.

Art. 13. The manager or the managers (as the case may be) assume, by reason of his/their position, no personal liability in relation to any commitment validly made by him/them in the name of the Company.

Art. 14. The single partner assumes all powers conferred to the general shareholder meeting.

In case of a plurality of partners, each partner may take part in collective decisions irrespectively of the number of shares, which he owns. Each partner has voting rights commensurate with his shareholding. Collective decisions are only validly taken insofar as they are adopted by partners owning more than half of the share capital.

However, resolutions to alter the articles of association of the Company may only be adopted by the majority of the partners owning at least three quarters of the Company's share capital, subject to the provisions of the Companies Act.

Art. 15. The Company's year starts on the first of January and ends on the thirty-first of December of each year.

Art. 16. Each year, with reference to thirty-first December, the Company's accounts are established and the manager, or in case of plurality of managers, the board of managers prepare an inventory including an indication of the value of the Company's assets and liabilities.

Each shareholder may inspect the above inventory and balance sheet at the Company's registered office.

Art. 17. The gross profits of the Company stated in the annual accounts, after deduction of general expenses, amortisation and expenses represent the net profit. An amount equal to five per cent (5%) of the net profits of the Company is allocated to a statutory reserve, until this reserve amounts to ten per cent (10%) of the Company's nominal share capital. The balance of the net profits may be distributed to the shareholder(s) commensurate to his/their share holding in the Company. The manager, or in case of plurality of managers, the board of managers may decide to pay interim dividends.

Art. 18. At the time of winding up of the company the liquidation will be carried out by one or several liquidators, partners or not, appointed by the partners who shall determine their powers and remuneration.

Art. 19. Reference is made to the provisions of the Companies Act, for all matters for which no specific provision is made in these articles of association.

Subscription and Payment

All the 100 (one hundred) shares have been subscribed and fully paid-up via contribution in cash by Lone Star Capital Investments S.àr.l., prequalified, so that the sum of EUR 12,500 (twelve thousand five hundred euro) is at the free disposal of the Company, evidence of which has been given to the undersigned notary.

Transitory Provisions

The first financial year shall begin today and it shall end on December 31 st , 2011.

Estimate of costs

The expenses, costs, remunerations and charges in any form whatsoever, which shall be borne by the Company as a result of the present deed are estimated to be approximately EUR 1,300 (one thousand three hundred euro).

Extraordinary general meeting

Immediately after the incorporation, the sole shareholder representing the entire subscribed capital of the Company has herewith adopted the following resolutions:

1. The number of managers is set at three. The meeting appoints as managers of the Company for an unlimited period of time:

- Mr Michael Duke Thomson, attorney, whose professional address is at 2711 N. Haskell Avenue, Suite 1700, USA, Texas, 75204 Dallas;

- Mr Philippe Detournay, company director, whose professional address at 7, rue Robert Stümper, L-2557 Luxembourg;

- Mr Philippe Jusseau, accountant, whose professional address is at 7, rue Robert Stümper, L-2557 Luxembourg.

2. The registered office is established at 7, rue Robert Stümper, L-2557 Luxembourg.

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing party, the present deed is worded in English, followed by a French version; at the request of the same appearing party, in case of discrepancies between the English and the French text, the English version will be prevailing.

Whereof, the present notarial deed is drawn in Luxembourg, on the date stated above.

In witness whereof We, the undersigned notary, have set our hand and seal on the date and year first hereabove mentioned.

The document having been read to the proxyholder of the appearing party, the proxyholder signed together with Us, the notary, the present original deed.

Suit la version française du texte qui précède :

L'an deux mil onze, le neuf décembre.

Par-devant Nous Maître Martine SCHAEFFER, notaire de résidence à Luxembourg.

A COMPARU:

Lone Star Capital Investments S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social au 7, rue Robert Stümper, L-2557 Luxembourg, enregistrée auprès du registre du commerce et des sociétés de Luxembourg sous le numéro B 91.796, dûment représentée par Monsieur Philippe Jusseau, ici représentée par Madame Jessica Cherain, employée, en vertu d'une procuration donnée à Luxembourg, le 7 décembre 2011.

Ladite procuration, après signature «ne varietur» par le mandataire de la partie comparante et le notaire soussigné, restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

La partie comparante, aux termes de la capacité avec laquelle elle agit, a requis le notaire instrumentant d'arrêter ainsi qu'il suit les statuts d'une société à responsabilité limitée qu'elle déclare constituer.

Art. 1 er . Il est formé par les présentes une société à responsabilité limitée qui sera régie par les lois y relatives, et notamment celle du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la Loi de 1915) ainsi que les présents statuts (ci-après, la Société).

Art. 2. La Société pourra accomplir toutes les opérations se rapportant directement ou indirectement à la constitution, l'acquisition, la détention et/ou la cession, sous quelque forme que ce soit et selon tous les moyens, de participations, droits et intérêts et obligations, dans toute société et entreprise luxembourgeoise ou étrangère, ainsi que l'administration, la gestion, le contrôle et le développement de ces participations, droits, intérêts et obligations.

La Société peut utiliser ses fonds par tous les moyes pour constituer, administrer, développer et vendre ses portefeuilles d'actifs tel qu'ils seront constitués au fil du temps, acquérir, investir dans et vendre toute sorte de propriétés, corporelles ou incorporelles, mobilières ou immobilières, pour participer dans la création, l'acquisition, le développement et le contrôle de toute société ou entreprise luxembourgeoise ou étrangère, pour acquérir par tout moyen, établir, détenir, gérer, développer et cendre tout portefeuille de valeurs mobilières et de brevets de n'importe quelle origine, pour en disposer par voie de vente, transfert, échange ou autrement.

La Société peut également consentir des garanties ou des sûretés au profit de tierces personnes afin de garantir ses obligations ou les obligations de ses filiales, sociétés affiliées ou de toute autre société. Elle pourra nantir, céder, grever de charges toute ou partie de ses avoirs ou créer, de toute autre manière, des sûretés portant sur toute ou partie de ses avoirs.

La Société peut accomplir toutes les opérations commerciales, industrielles et financières, immobilières et mobilières, se rapportant directement ou indirectement à son objet social ou susceptibles de favoriser son développement.

Art. 3. La Société est constituée pour une durée illimitée.

Art. 4. La société est dénommée LSREF2 Lux Investments I S.à r.l.

Art. 5. Le siège social est établi à Luxembourg.

Il peut être transféré en tout autre lieu du Grand-Duché de Luxembourg par simple décision des associés. Il peut être transféré dans la commune de Luxembourg par une décision du conseil de gérance.

La Société peut ouvrir des succursales dans tous autres lieux du pays ainsi qu'à l'étranger.

Art. 6. Le capital social de la Société est fixé à la somme de 12.500 EUR (douze mille cinq cents euros) représenté par 100 (cent) parts sociales d'une valeur nominale de 125 EUR (cent vingt-cinq euros) chacune.

Art. 7. Le capital social pourra à tout moment être modifié moyennant décision de l'associé unique sinon de l'assemblée des associés, conformément à l'article 14 des présents statuts.

Art. 8. Chaque part sociale donne droit à une fraction, proportionnelle au nombre des parts existantes, de l'actif social ainsi que des bénéfices.

Art. 9. Les parts sociales sont indivisibles à l'égard de la Société qui ne reconnaît qu'un seul propriétaire pour chacune d'elles. Les copropriétaires indivis de parts sociales sont tenus de se faire représenter auprès de la Société par une seule et même personne.

Art. 10. Toutes cessions de parts sociales détenues par l'associé unique sont libres.

En cas de pluralité d'associés, les parts sociales peuvent être cédées, à condition d'observer les exigences de l'article 189 de la Loi de 1915.

Art. 11. Le décès, l'interdiction, la faillite ou la déconfiture de l'associé unique, sinon d'un des associés, ne mettent pas fin à la Société.

Art. 12. La Société est gérée par un ou plusieurs gérants. Si plusieurs gérants ont été désignés, ils formeront un conseil de gérance. Le ou les gérant(s) n'ont pas besoin d'être associés. Le ou les gérants sont désignés, révoqués et remplacés par l'assemblée des associés, par une résolution adoptée par des associés représentant plus de la moitié du capital social.

L'assemblée générale des associés peut à tout moment et ad nutum (sans justifier d'une raison) révoquer et remplacer le gérant, ou si plusieurs gérants ont été nommés, n'importe lequel des gérants.

Vis-à-vis des tiers, le ou les gérant(s) ont les pouvoirs les plus étendus pour agir au nom de la Société en toutes circonstances et pour exécuter et approuver les actes et opérations en relation avec l'objet social et sous réserve du respect des dispositions du présent article 12.

Tous les pouvoirs non expressément réservés par la loi ou les présents statuts à l'assemblée générale des associés sont de la compétence du gérant ou, en cas de pluralité de gérants, de la compétence du conseil de gérance.

En cas de gérant unique, la Société sera engagée par la seule signature du gérant unique, et en cas de pluralité de gérants, par la seule signature d'un gérant quelconque.

L'assemblée des associés ou le gérant unique ou, en cas de pluralité de gérants, le conseil de gérance pourra déléguer ses compétences pour des opérations spécifiques à un ou plusieurs mandataires ad hoc.

L'assemblée des associés ou le gérant unique ou, en cas de pluralité de gérants, le conseil de gérance déterminera la responsabilité du mandataire et sa rémunération (si tel est le cas), la durée de la période de représentation et n'importe quelles autres conditions pertinentes de ce mandat.

En cas de pluralité de gérants, les décisions du conseil de gérance seront prises à la majorité des voix des gérants présents ou représentés.

En cas de pluralité de gérants, avis écrit de toute réunion du conseil de gérance sera donné à tous les gérants par écrit ou par câble, télégramme, télex ou télécopie, au moins 24 (vingt-quatre) heures avant l'heure prévue pour la réunion, sauf s'il y a urgence. On pourra passer outre cette convocation si les gérants sont présents ou représentés au conseil de gérance et s'ils déclarent avoir été informés de l'ordre du jour. Une convocation spéciale ne sera pas requise pour une réunion du conseil de gérance se tenant à une heure et à un endroit déterminés dans une résolution préalablement adoptée par le conseil de gérance.

Tout gérant pourra se faire représenter en désignant par écrit ou par câble, télégramme, télex ou télécopie un autre gérant comme son mandataire. Les gérants peuvent également émettre leur vote par téléphone, moyennant une confirmation écrite. Le conseil de gérance ne peut délibérer ou agir validement que si au moins la majorité des membres du conseil est présente ou représentée au conseil de gérance.

Nonobstant les dispositions qui précèdent, une décision du conseil de gérance peut également être prise par voie circulaire et résulter d'un seul ou de plusieurs documents contenant les résolutions et signés par tous les membres du conseil de gérance sans exception. La date d'une telle décision circulaire sera la date de la dernière signature.

Art. 13. Le ou les gérants ne contractent, à raison de leur fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la Société.

Art. 14. L'associé unique exerce les pouvoirs dévolus à l'assemblée des associés.

En cas de pluralité d'associés, chaque associé peut participer aux décisions collectives quel que soit le nombre de parts qui lui appartiennent. Chaque associé a un nombre de voix égal au nombre de parts qu'il possède ou représente. En cas de pluralité d'associés, les décisions collectives ne sont valablement prises que pour autant qu'elles ont été adoptées par des associés représentant plus de la moitié du capital social.

Cependant, les résolutions modifiant les statuts de la Société ne pourront être prises que de l'accord de la majorité des associés représentant au moins les trois quarts du capital social, sous réserve des dispositions de la Loi de 1915.

Art. 15. L'année sociale de la Société commence le 1 er janvier et se termine le 31 décembre de chaque année.

Art. 16. Chaque année, au 31 décembre, les comptes sont arrêtés et, suivant le cas, le gérant ou le conseil de gérance dresse un inventaire comprenant l'indication des valeurs actives et passives de la Société.

Tout associé peut prendre communication au siège social de la Société de l'inventaire et du bilan.

Art. 17. Les profits bruts de la Société, constatés dans les comptes annuels, déduction faite des frais généraux, amortissements et charges, constituent le bénéfice net. Sur le bénéfice net, il est prélevé cinq pour cent (5%) pour la constitution d'un fonds de réserve jusqu'à ce que celui-ci atteigne dix pour cent (10%) du capital social. Le solde du bénéfice net est à la libre disposition de l'assemblée générale. Le gérant unique ou, en cas de pluralité de gérants, le conseil de gérance pourra décider de verser un dividende intérimaire.

Art. 18. Lors de la dissolution de la Société, la liquidation sera faite par un ou plusieurs liquidateurs, associés ou non, nommés par les associés qui fixeront leurs pouvoirs et leurs émoluments.

Art. 19. Pour tout ce qui n'est pas réglé par les présents statuts, les associés s'en réfèrent aux dispositions légales de la Loi de 1915.

Souscription et Libération

Toutes les 100 (cent) parts sociales ont été souscrites et entièrement libérées par apport en espèces par Lone Star Capital Investments S.à r.l., précitée, de sorte que la somme de 12.500 EUR (douze mille cinq cents euros) se trouve dès maintenant à la disposition de la Société, ainsi qu'il en a été justifié au notaire instrumentaire.

Dispositions transitoires

Le premier exercice social commence aujourd'hui et finit le 31 décembre 2011.

Evaluation des frais

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit qui incombent à la Société ou qui sont mis à sa charge en raison de sa constitution, s'élève à approximativement 1.300 EUR (mille trois cents euros).

Assemblée générale constitutive

Immédiatement après la constitution de la Société, l'associé préqualifié représentant la totalité du capital souscrit a pris les résolutions suivantes:

1. Le nombre de gérants est fixé à trois. Sont nommés membres du conseil de gérance, pour une durée indéterminée:

- Monsieur Michael Duke Thomson, avocat, dont l'adresse professionnelle est à 2711, N. Haskell Avenue, Suite 1700, USA, Texas, 75204 Dallas;

- Monsieur Philippe Detournay, directeur de sociétés, dont l'adresse professionnelle est au 7, rue Robert Stümper, L-2557 Luxembourg;

- Monsieur Philippe Jusseau, comptable, dont l'adresse professionnelle est au 7, rue Robert Stümper, L-2557 Luxembourg.

2. Le siège social de la société est établi au 7, rue Robert Stümper, L-2557 Luxembourg.

Le notaire soussigné, qui a personnellement la connaissance de la langue anglaise, déclare que la partie comparante l'a requis de documenter le présent acte en langue anglaise, suivi d'une version française, et, en cas de divergence entre le texte anglais et le texte français, le texte anglais fera foi.

Dont acte, fait et passé à Luxembourg, date qu'en tête des présentes.

En foi de quoi Nous, notaire soussigné, avons apposé notre signature et sceau le jour de l'année indiquée ci-dessus.

Et après lecture faite et interprétation donnée au mandataire de la partie comparante, celle-ci a signé le présent acte avec le notaire.

Signé: J. Cherain et M. Schaeffer.

Enregistré à Luxembourg A.C., le 13 décembre 2011. LAC/2011/55485. Reçu soixante-quinze euros (75.- €).

Le Receveur (signé): Francis Sandt.

POUR EXPEDITION CONFORME, délivrée à la demande de la prédite société, aux fins de publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 15 décembre 2011.

Référence de publication: 2011171799/283.

(110199728) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Global Financial and Commercial Holdings Teal S.à r.l., Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 51, avenue J.F. Kennedy.

R.C.S. Luxembourg B 164.628.

—

EXTRAIT

L'associé de la Société a décidé en date du 5 Décembre 2011:

- d'accepter la démission de Monsieur Abdelkader Derrouiche comme gérant de la Société avec effet au 30 Novembre 2011;

- d'accepter la démission de Monsieur Marco Pierettori comme gérant de la Société avec effet au 30 Novembre 2011;

- d'accepter la démission de Madame Virginie Boussard comme gérant de la Société avec effet au 30 Novembre 2011;

- de nommer pour une durée illimitée et avec effet au 30 Novembre 2011, Madame Mara Vanzetta, née le 16 Mars 1967 à Cavalese, Italie, ayant son adresse professionnelle à Via Montenapoleone, n° 21, 20121 Milan, Italie, comme gérant de la Société;

- de nommer pour une durée illimitée et avec effet au 30 Novembre 2011 Monsieur Massimiliano di Maria, né le 4 Mai 1971 à Brindisi, Italie, ayant son adresse professionnelle à Via Montenapoleone, n° 21, 20121 Milan, Italie, comme gérant de la Société;

- de nommer pour une durée illimitée et avec effet au 30 Novembre 2011 Monsieur Rohan Maxwell, né le 11 Novembre 1977 à Tameside, Royaume-Uni, ayant son adresse professionnelle à Via Nassa, 5, 6900 Lugano, Suisse, comme gérant de la Société.

Signature
Le mandataire

Référence de publication: 2011172198/24.

(110200176) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Newalta International Ltd., Luxembourg Branch, Succursale d'une société de droit étranger, (anc. 1581759 Alberta Ltd., Luxembourg Branch).

Adresse de la succursale: L-5884 Hesperange, 300C, route de Thionville.

R.C.S. Luxembourg B 164.611.

—

Certificate of amendment

ARTICLES OF AMENDMENT

1. Name of Corporation	2. Corporate Access Number
1581759 ALBERTA LTD.	2015817592

3. Pursuant to subsection 173(3) of the Business Corporations Act (Alberta), the Articles of the Corporation be amended by changing the name of the Corporation from 1581759 Alberta Ltd. to NEWALTA INTERNATIONAL LTD.

October 27, 2011.
Signature
Solicitor

Name Change Alberta Corporation - Registration Statement
Alberta Amendment Date: 2011/10/27
Service Request Number: 17072179
Corporate Access Number: 2015817592
Legal Entity Name: 1581759 ALBERTA LTD.
French Equivalent Name:
Legal Entity Status: Active
Alberta Corporation Type: Named Alberta Corporation
New Legal Entity Name: NEWALTA INTERNATIONAL LTD.
New French Equivalent Name:
Nuans Number: 104118143
Nuans Date: 2011/10/27
French Nuans Number:
French Nuans Date:
Professional Endorsement Provided:
Future Dating Required:
Annual Return
No Records returned

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2011/01/18
Other Rules or Provisions	ELECTRONIC	2011/01/18
Restrictions on Share Transfers	ELECTRONIC	2011/01/18

Registration Authorized By PATRICK TRUMPY
SOLICITOR

Référence de publication: 2011172138/42.

(110198727) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Chemacal S.à r.l., Société à responsabilité limitée.

Siège social: L-8119 Bridel, 10, rue Paul Binsfeld.

R.C.S. Luxembourg B 20.233.

—

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 14 décembre 2011.
Paul DECKER
Le Notaire

Référence de publication: 2011173077/12.

(110201733) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

Global Financial and Commercial Holdings Turquoise S.à r.l., Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 51, avenue J.F. Kennedy.

R.C.S. Luxembourg B 164.629.

—

EXTRAIT

L'associé de la Société a décidé en date du 5 Décembre 2011:

- d'accepter la démission de Monsieur Abdelkader Derrouiche comme gérant de la Société avec effet au 30 Novembre 2011;

- d'accepter la démission de Monsieur Marco Pierettori comme gérant de la Société avec effet au 30 Novembre 2011;

- d'accepter la démission de Madame Virginie Boussard comme gérant de la Société avec effet au 30 Novembre 2011;

- de nommer pour une durée illimitée et avec effet au 30 Novembre 2011, Madame Mara Vanzetta, née le 16 Mars 1967 à Cavalese, Italie, ayant son adresse professionnelle à Via Montenapoleone, n° 21, 20121 Milan, Italie, comme gérant de la Société;

- de nommer pour une durée illimitée et avec effet au 30 Novembre 2011 Monsieur Massimiliano di Maria, né le 4 Mai 1971 à Brindisi, Italie, ayant son adresse professionnelle à Via Montenapoleone, n° 21, 20121 Milan, Italie, comme gérant de la Société;

- de nommer pour une durée illimitée et avec effet au 30 Novembre 2011 Monsieur Rohan Maxwell, né le 11 Novembre 1977 à Tameside, Royaume-Uni, ayant son adresse professionnelle à Via Nassa, 5, 6900 Lugano, Suisse, comme gérant de la Société.

Signature
Le mandataire

Référence de publication: 2011172199/24.

(110200342) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Global Financial and Commercial Holdings Yellow S.à r.l., Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 51, avenue J.F. Kennedy.

R.C.S. Luxembourg B 163.857.

—

EXTRAIT

L'associé de la Société a décidé en date du 5 Décembre 2011:

- d'accepter la démission de Monsieur Michel Thill comme gérant de la Société avec effet au 30 Novembre 2011;

- d'accepter la démission de Monsieur Marco Pierettori comme gérant de la Société avec effet au 30 Novembre 2011;

- d'accepter la démission de Madame Virginie Boussard comme gérant de la Société avec effet au 30 Novembre 2011;

- d'accepter la démission de Monsieur Neil Smith comme gérant de la Société avec effet au 30 Novembre 2011;

- de nommer pour une durée illimitée et avec effet au 30 Novembre 2011, Madame Mara Vanzetta, née le 16 Mars 1967 à Cavalese, Italie, ayant son adresse professionnelle à Via Montenapoleone, n° 21, 20121 Milan, Italie, comme gérant de la Société;

- de nommer pour une durée illimitée et avec effet au 30 Novembre 2011 Monsieur Massimiliano di Maria, né le 4 Mai 1971 à Brindisi, Italie, ayant son adresse professionnelle à Via Montenapoleone, n° 21, 20121 Milan, Italie, comme gérant de la Société;

- de nommer pour une durée illimitée et avec effet au 30 Novembre 2011 Monsieur Rohan Maxwell, né le 11 Novembre 1977 à Tameside, Royaume-Uni, ayant son adresse professionnelle à Via Nassa, 5, 6900 Lugano, Suisse, comme gérant de la Société.

Signature
Le mandataire

Référence de publication: 2011172200/24.

(110200197) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

New Sun Investment S.A., Société Anonyme.

Siège social: L-2430 Luxembourg, 18-20, rue Michel Rodange.

R.C.S. Luxembourg B 115.047.

—

EXTRAIT

Il résulte du procès-verbal de l'Assemblée Générale Extraordinaire de notre société, tenue en date du 21 octobre 2011 que:

- Décision a été prise de révoquer le mandat de commissaire aux comptes de la société CAP CONSULTANTS INTERNATIONAL S.à r.l. avec effet immédiat.

- Décision a été prise de nommer la société EP International S.A., avec siège social au 20, rue Michel Rodange, L-2430 Luxembourg, à la fonction de commissaire aux comptes de la société et cela avec effet immédiat.

Son mandat expirera lors de l'assemblée générale statutaire de 2017.

Pour extrait sincère et conforme

Pour la société

Signature

Un mandataire

Référence de publication: 2011172229/19.

(110200387) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Peinture Schorn S.à r.l., Société à responsabilité limitée.

Siège social: L-5570 Remich, 35, rue de Stadtbredimus.

R.C.S. Luxembourg B 146.975.

—

AUFLÖSUNG

Im Jahre zweitausendelf, den sechsten Dezember.

Vor dem unterschriebenen Notar Patrick SERRES, mit Amtssitz zu Remich.

Ist erschienen:

Herr Arno SCHORN, Malermeister, wohnhaft in D-76359 Marxzell, Schielberger Strasse 3.

Die erschienene Partei hat den unterzeichneten Notar ersucht, das Folgende festzustellen:

I. Der Erschienene Partei hält alle Anteile in der Gesellschaft PEINTURE SCHORN S. à r. l., einer Gesellschaft mit beschränkter Haftung (société à responsabilité limitée), mit Sitz in L-5570 REMICH, 35, rue de Stadtbredimus, gegründet gemäß notarieller Urkunde vom 1. Juli 2009, veröffentlicht im Mémorial C Nummer 1449 vom 28. Juli 2009.

II. Das Stammkapital der Gesellschaft beträgt zwölftausendfünfhundert Euro (12.500.- EUR) eingeteilt in hundert (100) Anteile mit einem Nennwert von je einhundertfünfundzwanzig Euro (125.- EUR) vollständig eingezahlt.

III. Der Gesellschafter beschließt die Gesellschaft mit Wirkung zum 31. Dezember 2011 aufzulösen.

IV. Der Gesellschafter hat umfassende Kenntnis von der Satzung der Gesellschaft und der finanziellen Situation der Gesellschaft.

VI. Der Gesellschafter erteilt dem Geschäftsführer der Gesellschaft volle Entlastung für die Ausübung seines Mandats vom Zeitpunkt der Ernennung bis einschließlich dem Datum der vorliegenden Urkunde.

V. Der Gesellschafter erklärt, dass die Gesellschaft ihre Geschäftstätigkeit eingestellt hat, ihre bekannten Verbindlichkeiten beglichen wurden oder dass vorgesehen wurde, dass der Gesellschafter sämtliche Aktiva der Gesellschaft erhält und hiermit ausdrücklich erklärt, dass er alle ausstehenden Verbindlichkeiten der Gesellschaft (soweit vorhanden) übernehmen wird, insbesondere verborgene oder bekannte, aber nicht beglichene und alle noch unbekannten Verbindlichkeiten der Gesellschaft vor jeglicher Zahlung an sich selbst.

VI. Der Gesellschafter soll jede andere erforderliche Maßnahme durchführen, um alle Aktiva und/oder Passiva (soweit vorhanden) der Gesellschaft auf sich zu übertragen.

VII. Nachfolgend wird die Gesellschaft hiermit aufgelöst und die Liquidation der Gesellschaft ist beendet.

VIII. Die Bücher und Schriften der aufgelösten Gesellschaft werden für die Dauer von fünf (5) Jahren ab dem Datum der Schließung am vorbezeichneten Wohnort des alleinigen Gesellschafters aufbewahrt werden.

Die vorliegende Urkunde wurde in Remich am eingangs genannten Tag erstellt.

Nach Verlesung und Erklärung wurde die vorliegende Originalurkunde von dem Komparenten, dem Notar mit Namen, Vornamen, Stand und Wohnort bekannt, und dem Notar unterzeichnet.

Gezeichnet: A. SCHORN, Patrick SERRES.

Enregistré à Remich, le 9 décembre 2011. Relation: REM/2011/1649. Reçu soixante-quinze euros (75,- €).

Le Receveur (signé): P. MOLLING.

Für gleichlautende Ausfertigung, zum Zwecke der Veröffentlichung im Mémorial, Recueil des Sociétés et Associations erteilt.

Remich, den 13. Dezember 2011. P. SERRES.

Référence de publication: 2011172233/42.

(110200218) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Restaurant-Friture de la Moselle Medinger s. àr .l., Société à responsabilité limitée.

Siège social: L-5553 Remich, 2, Quai de la Moselle.

R.C.S. Luxembourg B 43.879.

—

Abtretungsvereinbarung bzgl. Gesellschaftsanteile

zwischen:

1) Hannelore Toennies, wohnhaft 7, rue des Rosiers in L-5653 Mondorf-les-Bains

2) Lutz Medinger, wohnhaft 7, rue des Rosiers in L-5653 Mondorf-les-Bains

Hiermit trete ich Hannelore Toennies

- alleinige Gesellschafterin der Restaurant-Friture de la Moselle Medinger S.à r.l. mit Sitz 2, Quai de la Moselle, L-5553 Remich -

55 Anteile der Restaurant-Friture de la Moselle Medinger S.à r.l. an Lutz Medinger ab. Dieser erklärt hiermit die Annahme dieser Anteile.

Remich, den 22.08.2011.

Hannelore Toennies / Lutz Medinger
Gezeichnet und genehmigt
Unterschrift
Der Geschäftsführer

Référence de publication: 2011172241/21.

(110200428) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

NW DP Investment S.à r.l., Société à responsabilité limitée.

Siège social: L-2522 Luxembourg, 6, rue Guillaume Schneider.

R.C.S. Luxembourg B 160.474.

—

Extrait des résolutions prises par l'associé unique en date du 1 er décembre 2011

Il résulte des décisions prises par l'Associé Unique en date du 1 er décembre 2011 que:

- Monsieur Benoit Baudoin, employé privé, avec adresse professionnelle au 16, avenue Pasteur à L-2310 Luxembourg a démissionné de son poste de gérant de la société, avec effet immédiat.

- Monsieur Patrick Moinet, employé privé, avec adresse professionnelle au 37, avenue Alphonse Munchen à L-2172 Luxembourg a démissionné de son poste de gérant de la société, avec effet immédiat.

- Monsieur Khaled Kudsi, employé privé, avec adresse professionnelle au 575, fifth Avenue, NY-10017 New York, Etats-Unis a démissionné de son poste de gérant de la société, avec effet immédiat.

- Monsieur Michael Sullivan, employé privé, avec adresse professionnelle au 575, fifth Avenue, NY-10017 New York, Etats-Unis a été élu au poste de gérant de classe A de la société.

- Monsieur Michel van Krimpen, employé privé, avec adresse professionnelle au 40, avenue Monterey à L-2163 Luxembourg a été élu au poste de gérant de classe B de la société.

- Monsieur Robert McCorduck, employé privé, avec adresse professionnelle au 40, avenue Monterey à L-2163 Luxembourg a été élu au poste de gérant de classe B de la société.

Luxembourg, le 1 er décembre 2011.

Pour extrait conforme
Pour la société
Un mandataire

Référence de publication: 2011173379/25.

(110201714) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

Editeur: Service Central de Législation, 43, boulevard F.-D. Roosevelt, L-2450 Luxembourg
Imprimeur: Association momentanée Imprimerie Centrale / Victor Buck