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MEMORIAL

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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.

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10 septembre 2012

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Silver Spring Funds, Société d'Investissement à Capital Variable.

Siège social: L-1653 Luxembourg, 2-8, avenue Charles de Gaulle.

R.C.S. Luxembourg B 75.629.

In the year two thousand twelve, on the fourteenth of August.

Before Maître Jean-Joseph WAGNER, notary, residing in Sanem, Grand Duchy of Luxembourg,

was held an extraordinary general meeting of shareholders of Silver Spring Funds (the "Company"), a public limited company ("société anonyme") qualifying as an investment company with variable share capital ("SICAV") within the meaning of the law of 17 December 2010 on undertakings for collective investment, as amended, with its registered office at 2-8, avenue Charles de Gaulle, L-1653 Luxembourg, originally registered with the Luxembourg register of trade and companies under the name NATIONWIDE GLOBAL FUNDS, under the number B 75.629, incorporated by a deed of Maître Frank Baden, public notary residing in Luxembourg, dated 9 May 2000, which was published in the Mémorial C, Recueil des Sociétés et Associations, Number 426 on 15 June 2000. The name of the Company was modified in Silver Spring Funds by a deed of Maître Henri Hellinckx, public notary residing in Luxembourg, dated 22 July 2010, which was published in the Mémorial C, Recueil des Sociétés et Associations, Number 2391 on 8 November 2010.

The meeting was opened at 11:30 am (Luxembourg time), under the chairmanship of Mike WICKLER, employee, residing in Luxembourg,

who appointed as secretary Ms. Michèle KEMP, lawyer, residing in Luxembourg.

The meeting elected as scrutineer Ms. Jane STAGGS, employee, residing in Luxembourg.

The board of the meeting thus being constituted, the chairman declared and requested the notary to record that:

I. - The present meeting has been called pursuant to a convening notice. All shares being registered shares, convening notices have been sent by registered mail to each registered shareholder on 6 August 2012.

II. - The names of the shareholders present at the meeting or duly represented by proxy, the proxies of the shareholders represented, as well as the number of shares held by each shareholder, are set forth on the attendance list, signed by the shareholders present, the proxies of the shareholders represented, the members of the board of the meeting and the notary. The aforesaid list shall be attached to the present deed and registered therewith. The proxies given shall be initialed "ne variatur" by the members of the board of the meeting and by the notary and shall be attached in the same way to this document.

III. - The agenda of the present meeting is the following:

I. Approval of the following amendments to the Articles in order to reflect the provisions of the UCITS IV Directive 2009/65/EC, which has been transposed in Luxembourg by the law of 17 December 2010 on undertakings for collective investment, as amended from time to time (the "2010 Law")

1. Replacement of the references, throughout the Articles, to the law of 20 December 2002 on undertakings for collective investment, with references to the 2010 Law, and subsequent amendment of article 4 "Purpose", article 5 "Share Capital - Classes of Shares", article 18 "Investment Policies and Restrictions", article 21 "Auditors", article 27 "Custodian", and article 32 "Applicable Law".

2. Amendment of item 6) of section II of article 11 of the Articles, "Calculation of Net Asset Value per Share", by introducing a reference to the "key investor information document".

3. Insertion of a new paragraph h) and inclusion of a new paragraph three at Article 12 of the Articles, "Frequency and Temporary Suspension of Calculation of Net Asset Value per Share, of Issue, Redemption and Conversion of Shares", which shall read as follows:

"h) following the suspension of the calculation of the net asset value per share at the level of a master fund in which any Sub-Fund invests in its capacity as feeder fund of such master fund, to the extent applicable.

The Company may suspend the issue and redemption of its shares from its shareholders, as well as the conversion from and to shares of each class, following the suspension of the issue, redemption and/or the conversion at the level of a master fund in which the Company invests in its capacity as feeder fund of such master fund, to the extent applicable."

4. Amendment of article 18 of the Articles, "Investment Policies and Restrictions", including notably amendments and renumbering of items (v), (vi), (vii) and (viii) in the second paragraph into items (i), (ii), (iii), (iv), with the further insertion of a new item (v), so that article 18 shall read as follows:

"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 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 applicable laws and regulations.

In compliance with the requirements set forth by the 2010 Law in particular as to the type of markets on which the assets may be purchased or the status of the issuer or of the counterparty, each Sub-Fund may invest in:

(i) transferable securities or money market instruments;

(ii) shares or units of other UCITS and UCIs, including shares or units of a master fund qualified as a UCITS.

The sales documents of the Company may allow the investment in units of a master fund qualifying as a UCITS provided that the relevant Sub-Fund invests at least 85% of its net asset value in units/shares of such master fund and that such master fund shall neither itself be a feeder fund nor hold units/shares of a feeder fund;

(iii) deposits with credit institutions, which are repayable on demand or have the right to be withdrawn and which are maturing in no more than 12 months;

(iv) financial derivative instruments (i) for efficient portfolio management (ii) for hedging purposes in the context of the management of its assets and liabilities and (iii) for investment purposes;

(v) shares of another Sub-Fund of the Company (the "Target Sub-Fund") provided that:

A. the Target Sub-Fund does not, in turn, invest in the Sub-Fund invested in this Target Sub-Fund;

B. no more than 10% of the assets of the Target Sub-Fund whose acquisition is contemplated may be invested in aggregate in units of other UCIs;

C. voting rights attached to the relevant shares are suspended for as long as they are held by the Sub-Fund concerned and without prejudice to the appropriate processing in the accounts and the periodic reports;

D. in any event, for as long as such shares are held by the Company, their value will not be taken into consideration for the calculation of the net assets of the Company for the purposes of verifying the minimum threshold of the net assets as set out in Article 5; and

E. there is no duplication of management, performance, subscription or redemption fees amongst the Target Sub-Fund and the investing Sub-Fund.

The investment policy of the Company may replicate the composition of an index of securities or debt securities recognized by the Luxembourg supervisory authority.

The Company may also use techniques and instruments relating to transferable securities and money market instruments, to the extent that these techniques and instruments are used in view of efficient portfolio management.

The Company may in particular purchase the above mentioned assets on any Regulated Market of a State of Europe, being or not member of the EU, of America, Africa, Asia, Australia or Oceania.

The Company may also invest in recently issued transferable securities and money market instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on a Regulated Market and that such admission be secured within one year of issue.

In accordance with the principle of risk spreading, the Company is authorised to invest up to 100% of the net assets attributable to each Sub-Fund in transferable securities or money market instruments issued or guaranteed by an EU member States, its local authorities, another member State of the OECD or public international bodies of which one or more member States of the EU are members being provided that if the Company uses the possibility described above, it shall hold, on behalf of each relevant Sub-Fund, securities belonging to six different issues at least. The securities belonging to one issue can not exceed 30% of the total net assets attributable to that Sub-Fund.

The board of directors, acting in the best interest of the Company, may decide, in the manner described in the sales documents of the shares of the Company, that (i) all or part of the assets of the Company or of any Sub-Fund be co-managed on a segregated basis with other assets held by other investors, including other undertakings for collective investment and/or their Sub-Funds, or that (ii) all or part of the assets of two or more Sub-Funds of the Company be co-managed amongst themselves on a segregated or on a pooled basis.

Investments in each Sub-Fund of the Company may be made either directly or indirectly through wholly-owned subsidiaries, as the board of directors may from time to time decide and as described in the sales documents for the shares of the Company. Reference in these Articles to "investments" and "assets" shall mean, as appropriate, either investments made and assets beneficially held directly or investments made and assets beneficially held indirectly through the aforesaid subsidiaries."

5. Addition of a new article 25 of the Articles, "Mergers", in order to reflect the new provisions of the 2010 Law regarding mergers of UCITS which shall read as follows:

"Art. 25. Mergers.

A) Merger of the Company

1) Mergers decided by the board of directors

The board of directors may decide to proceed with a merger of the Company (within the meaning of the 2010 Law), either as receiving or absorbed UCITS, with:

- another Luxembourg or foreign UCITS (the "New UCITS"); or

- a sub-fund thereof,

and, as appropriate, to redesignate the shares of the Company concerned as shares of this New UCITS, or of the relevant Sub-Fund thereof as applicable.

In case the Company involved in a merger is the receiving UCITS, solely the board of directors will decide on the merger and effective date thereof.

In the case the Company involved in a merger is the absorbed UCITS, and hence ceases to exist, the general meeting of the shareholders, rather than the board of directors, has to approve, and decide on the effective date of, such merger by a resolution adopted with no quorum requirement and at a simple majority of the votes cast at such meeting.

Such a merger shall be subject to the conditions and procedures imposed by the 2010 Law, in particular concerning the merger project and the information to be provided to the shareholders.

2) Mergers decided by the shareholders

Notwithstanding the powers conferred to the board of directors by the preceding section, a merger of the Company, either as receiving or absorbed UCITS, with:

- a New UCITS; or
- a sub-fund thereof,

may be decided by a general meeting of the shareholders for which there shall be no quorum requirement and which will decide on such a merger and its effective date by a resolution adopted at a simple majority of the votes validly cast at such meeting.

Such a merger shall be subject to the conditions and procedures imposed by the 2010 Law, in particular concerning the merger project and the information to be provided to the shareholders.

Shareholders will in any case be entitled to request, without any charge other than those retained by the Company or the Sub-Fund to meet disinvestment costs, the repurchase or redemption of their shares, in accordance with the provisions of the 2010 Law.

B) Merger of Sub-Funds

1) Mergers decided by the board of directors

The board of directors may decide to proceed with a merger of any Sub-Fund, either as receiving or absorbed Sub-Fund, with:

- another existing Sub-Fund within the Company or another sub-fund within a New UCITS (the "New Sub-Fund"); or
- a New UCITS,

and, as appropriate, to redesignate the shares of the Sub-Fund concerned as shares of the New UCITS, or of the New Sub-Fund as applicable.

Such a merger shall be subject to the conditions and procedures imposed by the 2010 Law, in particular concerning the merger project and the information to be provided to the shareholders.

2) Mergers decided by the shareholders

The general meeting of the shareholders of a Sub-Fund may also decide a merger of the relevant Sub-Fund, either as receiving or absorbed Sub-Fund, with:

- any New UCITS; or
- a New Sub-Fund,

by a resolution adopted with no quorum requirement at a simple majority of the votes validly cast at such meeting.

Such a merger shall be subject to the conditions and procedures imposed by the 2010 Law, in particular concerning the merger project and the information to be provided to the shareholders.

Shareholders will in any case be entitled to request, without any charge other than those retained by the Company or the Sub-Fund to meet disinvestment costs, the repurchase or redemption of their shares, applicable except for the self-managed Sicavs in accordance with the provisions of the 2010 Law."

II. Approval of the following additional amendments to the Articles

1. Addition of a new second paragraph at article 2 of the Articles, "Registered Office", which shall read as follows:

"Within the same municipality, the registered office may be transferred by decision of the board of directors. It may be transferred to any other municipality in the Grand Duchy of Luxembourg by means of a resolution of the general meeting of shareholders, adopted in the manner required for an amendment of these articles of incorporation."

2. Deletion of the third sentence of the first paragraph of article 5 of the Articles, "Share Capital - Classes of Shares".

3. Amendment of the second sentence of the second paragraph of article 5 of the Articles, "Share Capital - Classes of Shares" which shall read as follows:

"The proceeds of the issue of each class of shares shall be invested in transferable securities of any kind and other assets permitted by law pursuant to the investment policy determined by the board of directors for the 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."

4. Addition of a new second sentence to the sixth paragraph at the first item of article 6 of the Articles, "Form of Shares", which shall read as follows:

"The certificates will remain valid even if the list of authorised signatures of the Company is modified."

5. Amendment of the last paragraph of article 7 of the Articles, “Issue of Shares”, which shall read as follows:

“The board of directors 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 authorised auditor of the Company (“réviseur d’entreprises agréé”). The securities to be delivered by way of a contribution in kind must correspond to the investment policy and restrictions of the Sub-Fund to which they are contributed. Any costs incurred in connection with a contribution in kind of securities shall be borne by the relevant shareholders.”

6. Amendment of the second last sentence of the last paragraph of article 8 of the Articles, “Redemption of Shares”, which shall read as follows:

“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 authorised auditor of the Company.”

7. Addition of a final paragraph to article 8 of the Articles, “Redemption of Shares”, which shall read as follows:

“All redeemed shares may be cancelled.”

8. Amendment of the last paragraph of article 9 of the Articles, “Conversion of Shares”, which shall read as follows:

“The shares which have been converted into shares of another class may be cancelled.”

9. Amendment of point 7) (b), Section I, of article 11 of the Articles, “Calculation of the Net Asset Value per Share”, which shall read as follows:

“(b) The value of transferable securities (i) listed or dealt on a regulated market within the meaning of the EC Parliament and Council Directive 2004/39/EC dated 21 April 2004 on markets in financial instruments, as amended from time to time, (the “Directive”) or (ii) admitted to the official listing of a stock exchange or (iii) dealt on another regulated market, that operates regularly and is recognized and is open to the public as defined in the Directive and the applicable law and regulation (“Regulated Market”) is based on the last available price on the stock exchange which is normally the principal market for such assets.”

10. Amendment of point 6), Section II, of article 11 of the Articles, “Calculation of the Net Asset Value per Share”, which shall read as follows:

“6) all other liabilities of the Company of whatsoever kind and nature reflected in accordance with generally accepted accounting principles. In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company which shall comprise but not be limited to formation expenses, fees payable to its investment advisers, fees and expenses payable to its authorised auditors and accountants, custodian and its correspondents, domiciliary, corporate, administrative, registrar, transfer and paying agent and its correspondents, any listing agent, any distributor and permanent representatives in places of registration, as well as any other agent employed by the Company, the remuneration of the directors and officers of the Company and their reasonable out-of-pocket expenses, insurance coverage, and reasonable travelling costs in connection with board meetings, fees and expenses for legal services, any fees and expenses involved in registering and maintaining the registration of the Company with any governmental agencies or stock exchanges in the Grand Duchy of Luxembourg and in any other country, reporting and publishing expenses including the costs of preparing, printing, advertising, translating and distributing offering circulars, explanatory memoranda, key investor information documents, periodical reports or registration statements, and the costs of any reports to shareholders, all taxes, duties, governmental and similar charges, the costs for the publication of the issue, conversion and redemption prices and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage and telephone. The Company may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount rateably for yearly or other periods.”

11. Amendment of article 12 of the Articles, “Frequency and Temporary Suspension of Calculation of Net Asset Value per Share, of Issue, Redemption and Conversion of Shares”, which shall read as follows:

“With respect to each Sub-Fund/class of shares, the net asset value per share and the price for the issue, redemption and conversion of shares 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”; provided that, to the extent the net asset value per share is calculated at several moments in time during the course of the same Valuation Date, each such moment shall be referred to herein as a “Valuation Time” during the course of the relevant Valuation Date.

The Company may suspend the determination of the net asset value per share of any particular class/Sub-Fund and the issue and redemption of its shares from its shareholders, as well as the conversion from and to shares of each class/Sub-Fund:

a) during any period when any of the principal stock exchanges or other markets on which any material portion of the investments of the Company attributable to such Sub-Fund from time to time is quoted or dealt in is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended, provided that such restriction or suspension affects the valuation of the investments of the Company attributable to a Sub-Fund quoted thereon; or

b) during the existence of any state of affairs, which constitutes an emergency in the opinion of the board of directors, as a result of which disposals or valuation of assets owned by the Company attributable to such Sub-Fund would be impractical; or

c) during any breakdown in the means of communication or computation normally employed in determining the price or value of any of the investments of such Sub-Fund, or the current price or values on any stock exchange or other market in respect of the assets attributable to such Sub-Fund; or

d) when for any other reason, the prices of any investments owned by the Company attributable to any Sub-Fund cannot promptly or accurately be ascertained; or

e) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of the shares of such Sub-Fund, or during which any transfer of funds involved in the realization or acquisition of investments or payments due on redemption of shares cannot in the opinion of the board of directors be effected at normal rates of exchange; or

f) from the time of publication of a notice convening an extraordinary general meeting of shareholders for the purpose of winding-up the Company, any Sub-Fund, or merging the Company or any Sub-Fund, or informing the shareholders of the decision of the board of directors to terminate Sub-Funds or to merge Sub-Funds; or

g) during any period when the net asset value of any subsidiary - if any - of the Company may not be determined accurately; or

h) following the suspension of the calculation of the net asset value per share at the level of a master fund in which any Sub-Fund invests in its capacity as feeder fund of such master fund, to the extent applicable.

The Company may suspend the issue and redemption of its shares from its shareholders, as well as the conversion from and to shares of each class, following the suspension of the issue, redemption and/or the conversion at the level of a master fund in which the Company invests in its capacity as feeder fund of such master fund, to the extent applicable.

Any such suspension shall be published, if appropriate, by the Company and may be notified to shareholders having made an application for subscription, redemption or conversion of shares for which the calculation of the net asset value has been suspended when the suspension of the calculation of the net asset value per share is likely to exceed 10 days.

Such suspension as to any class of shares shall have no effect on the calculation of the net asset value per share, the issue, redemption and conversion of shares of any other class of shares if the assets within such other class of shares are not affected to the same extent by the same circumstances.

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."

12. Amendment of article 13 of the Articles, "Directors", which shall read as follows:

"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.

Directors shall be elected by the majority of the votes of the shares validly cast and shall be subject to the approval of the Luxembourg regulatory authorities.

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 an elected director is a legal entity, a permanent individual representative thereof should be designated as member of the board of directors. Such individual has the same obligations as the other directors.

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."

13. Amendment of article 14 of the Articles, "Board Meetings", which shall read as follows:

"Either the chairman or any two directors may at any time summon a meeting of the directors by notice in writing to every director which notice shall set forth the general nature of the business to be considered and the place at which the meeting is to be convened.

The board of directors may choose from among its members a chairman. It may choose a secretary, who need not to be a director, who shall write and keep the minutes of the meetings of the board of directors and of the shareholders.

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 telegram, facsimile or any other similar means of communication, or when all directors are present or represented at the meeting. 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 telegram, facsimile 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, video conference 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 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 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 of the votes validly cast 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 are 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 telegram, facsimile 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."

14. Amendment of article 20 of the Articles, "Indemnification of Directors", which shall read as follows:

"Every director or officer of the Company and his personal representatives shall be indemnified and secured harmless out of the assets and funds of the Company against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities ("Losses") incurred or sustained by him in or about the conduct of the Company business or affairs or in the execution or discharge of his duties, powers, authorities or discretions, including Losses incurred by him in defending (whether successfully or otherwise) any civil proceedings concerning the Company in any court whether in Luxembourg or elsewhere. No such person shall be liable (i) for the acts, receipts, neglects, defaults or omissions of any other such person or (ii) by reason of his having joined in any receipt for money not received by him personally or (iii) for any loss on account of defect of title to any property of the Company or (iv) on account of the insufficiency of any security in or upon which any money of the Company shall be invested or (v) for any loss incurred through any bank, broker or other agent or (vi) for any loss, damage or misfortune whatsoever which may happen in or arise from the execution or discharge of the duties, powers, authorities, or discretions of his office or in relation thereto, unless the same shall happen through his own gross negligence, fraud or wilful misconduct against the Company."

15. Amendment of the title of article 21 of the Articles "Auditors", which shall read as follows:

"Art. 21. Authorised Auditors."

16. Amendment of article 21 of the Articles "Authorised Auditors", which shall read as follows:

"The accounting data related in the annual report of the Company shall be examined by an authorised auditor ("réviseur d'entreprises agréé") appointed by the general meeting of shareholders and remunerated by the Company.

The authorised auditor shall fulfil all duties prescribed by the 2010 Law on undertakings for collective investment."

17. Amendment of article 22 of the Articles, "General Meetings of Shareholders of the Company", in particular the month of the annual general meeting, which shall read as follows:

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 tenth of the share capital.

The annual general meeting shall be held in accordance with Luxembourg law at Luxembourg City at a place specified in the notice of meeting, on the second Tuesday in the month of July at 11.00 a.m.

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

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

Shareholders shall meet upon call by the board of directors pursuant to a notice setting forth the agenda sent at least eight days prior to the meeting to each registered shareholder 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. Shareholders representing at least one tenth of the share capital may request the adjunction of one or several items to the agenda of any general meeting of shareholders. Such a request must be sent to the registered office of the Company by registered mail five days at the latest before the relevant meeting.

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 holders of bearer shares are obliged, in order to be admitted to the general meetings, to deposit their share certificates with an institution specified in the convening notice at least five days prior to the date of the 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 of the votes validly cast of the shareholders present or represented, regardless of the portion of share capital represented. Abstention and nil votes shall not be taken into account.

Each shareholder may also vote at a general meeting through a signed voting form sent by post, electronic mail, facsimile or any other means of communication to the Company's registered office or to the address specified in the convening notice. The shareholders may only use voting forms provided by the Company which contain at least the place, date and time of the meeting, the agenda of the meeting, the proposal submitted to the decision of the meeting, as well as for each proposal three boxes allowing the shareholder to vote in favour of, against, or abstain from voting on each proposed resolution by ticking the appropriate box.

Voting forms which, for a proposed resolution, do not show only (i) a vote in favour or (ii) a vote against the proposed resolution or (iii) an abstention are void with respect to such resolution. The Company shall only take into account voting forms received prior to the general meeting which they relate to."

18. Amendment of the title of article 23 of the Articles, "General Meetings of Shareholders in a Fund or in a Class of Shares", which shall read as follows:

"Art. 23. General Meetings of Shareholders in a Sub-Fund or in a Class of Shares"

19. Amendment of article 23. - "General Meetings of Shareholders in a Sub-Fund or in a Class of Shares", which shall read as follows:

"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, 11, 12, 13, 17 and 18 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 of the votes validly cast of shareholders present or represented, regardless of the portion of share capital represented. Abstention and nil votes shall not be taken into account."

20. Amendment of the title of article 24 of the Articles “Termination and Amalgamation of Sub-Funds or Classes of Shares” which shall read as follows:

“ **Art. 24. Liquidation of Sub-Funds and Classes of Shares ”**

21. Amendment of article 24 of the Articles, “Liquidation of Sub-Funds or Classes of Shares”, which shall read as follows:

“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 rationalization, 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 realization prices of investments and realization expenses) calculated on the Valuation Date or Valuation Time during the course of a Valuation Date, at which such decision shall take effect. The Company shall serve a notice to the holders of the relevant class or classes of shares prior to the effective date for the liquidation, which will indicate the reasons and the procedure for the redemption operations: registered holders shall be notified in writing; the Company shall inform holders of bearer shares by publication of a notice in newspapers to be determined by the board of directors, unless these shareholders and their addresses are known to the Company. 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 realization prices of investments and realization expenses), prior to the date effective for the liquidation.

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 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 realization prices of investments and realization expenses) calculated on the Valuation Date, or the Valuation Time during the course of a Valuation Date, at which such decision shall take effect. There shall be no quorum requirements for such general meeting of shareholders which shall decide by resolution taken by simple majority of those present or represented and voting at such meeting.

Assets which may not be distributed to their beneficiaries on completion of the liquidation of a Sub-Fund or class of shares will be deposited with the Caisse de Consignation in Luxembourg on behalf of the beneficial owners.

The liquidation of a Sub-Fund shall have no influence on any other Sub-Fund. The liquidation of the last remaining Sub-Fund will result in the Company’s liquidation.

All redeemed shares may be cancelled.”

22. Renumbering of the articles as from the newly created article 25 of the Articles entitled “Mergers”.

23. Amendment of article 27 of the Articles, “Distributions”, Which shall read as follows:

“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 authorize 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 to the agent or agents therefor designated by the Company.

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.”

24. Amendment of the first paragraph of article 29 of the Articles, “Dissolution of the Company”, and Addition of a new last paragraph, Which shall read as follows.

First paragraph:

“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.”

Last paragraph:

"Assets which are not distributed on completion of the liquidation of the Company will be deposited with the Caisse de Consignation in Luxembourg on behalf of the beneficial owners."

25. Decision to renounce to the French translation of the Articles so that the official version of the Articles shall only be available in English.

IV. - The quorum of at least fifty per cent (50%) of the issued capital of the Company is required by Article 67-1 (2) of the law of 10 August 1915 on commercial companies, as amended, and the resolution on each item of the agenda, has to be passed by the affirmative vote of at least two thirds (2/3) of the votes validly cast in the Company.

V. - Pursuant to the attendance list, out of one million five hundred and twenty-eight thousand five hundred and ninety-two (1,528,592) shares in issue, one million five hundred and twenty-eight thousand five hundred and ninety-one (1,528,591) shares are represented.

The quorum is met and consequently the meeting is validly constituted and can deliberate on the items of its agenda.

After deliberation, the general meeting took unanimously the following resolutions:

First resolution

The meeting decides to approve the amendments to the Articles in order to reflect the provisions of the UCITS IV Directive 2009/65/EC, which has been transposed in Luxembourg by the law of 17 December 2010 on undertakings for collective investment, as amended from time to time (the "2010 Law").

Following the above resolution, the meeting decides to replace the references, throughout the Articles, to the law of 20 December 2002 on undertakings for collective investment, with references to the 2010 Law, and subsequent amendments of article 4 "Purpose", article 5 "Share Capital - Classes of Shares", article 18 "Investment Policies and Restrictions", article 21 "Auditors", article 26 "Custodian", and article 32 "Applicable Law", which shall read as follows:

"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 the law of 17 December 2010 on undertakings for collective investment, as may be amended from time to time (the "2010 Law")."

"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 equivalent in United States dollars of one million two hundred fifty thousand euro (1,250,000.- euro). The initial capital is forty thousand United States dollars (USD 40,000.-), divided into twenty thousand (20,000) shares of no par value. The minimum capital of the Company must be achieved within six months after the date on which the Company has been authorized as an undertaking for collective investment under Luxembourg law.

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 assets permitted by law pursuant to the investment policy determined by the board of directors for the 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 2010 Law for one class of shares or for multiple classes of shares in the manner described in Article 11 hereof. As between shareholders, each portfolio of assets shall be invested for the exclusive benefit of the relevant class or classes of shares. The Company shall be considered as one single legal entity. However, with regard to third parties, in particular towards the Company's creditors, 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 period or a limited period of time. In the latter case, 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 24 below. In respect of the relationships between the shareholders, each Sub-Fund is treated as a separate entity.

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, be converted into United States dollars and the capital shall be the total of the net assets of all the classes of shares."

“ 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 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 applicable laws and regulations.

In compliance with the requirements set forth by the 2010 Law in particular as to the type of markets on which the assets may be purchased or the status of the issuer or of the counterparty, each Sub-Fund may invest in.”.

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

The auditor shall fulfil all duties prescribed by the 2010 Law on undertakings for collective investment.”

“ Art. 27. 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 April 5, 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 2010 Law on undertakings for collective investment.

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. 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 2010 Law on undertakings for collective investment as such laws have been or may be amended from time to time.”

Second resolution

The meeting decides to amend item 6) of section II of article 11 of the Articles, “Calculation of Net Asset Value per Share”, by introducing a reference to the “key investor information document”.

Third resolution

The meeting decides to insert a new paragraph h) and to include a new paragraph three at Article 12 of the Articles, “Frequency and Temporary Suspension of Calculation of Net Asset Value per Share, of Issue, Redemption and Conversion of Shares”, which shall read as follows:

“h) following the suspension of the calculation of the net asset value per share at the level of a master fund in which any Sub-Fund invests in its capacity as feeder fund of such master fund, to the extent applicable.

The Company may suspend the issue and redemption of its shares from its shareholders, as well as the conversion from and to shares of each class, following the suspension of the issue, redemption and/or the conversion at the level of a master fund in which the Company invests in its capacity as feeder fund of such master fund, to the extent applicable.”

Fourth resolution

The meeting decides to amend article 18 of the Articles, “Investment Policies and Restrictions”, including notably amendments and renumbering of items (v), (vi), (vii) and (viii) in the second paragraph into items (i), (ii), (iii), (iv), with the further insertion of a new item (v), so that article 18 shall read as follows:

“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 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 applicable laws and regulations.

In compliance with the requirements set forth by the 2010 Law in particular as to the type of markets on which the assets may be purchased or the status of the issuer or of the counterparty, each Sub-Fund may invest in:

(i) transferable securities or money market instruments;

(ii) shares or units of other UCITS and UCIs, including shares or units of a master fund qualified as a UCITS.

The sales documents of the Company may allow the investment in units of a master fund qualifying as a UCITS provided that the relevant SubFund invests at least 85% of its net asset value in units/shares of such master fund and that such master fund shall neither itself be a feeder fund nor hold units/shares of a feeder fund;

(iii) deposits with credit institutions, which are repayable on demand or have the right to be withdrawn and which are maturing in no more than 12 months;

(iv) financial derivative instruments (i) for efficient portfolio management (ii) for hedging purposes in the context of the management of its assets and liabilities and (iii) for investment purposes;

(v) shares of another Sub-Fund of the Company (the “Target Sub-Fund”) provided that:

A. the Target Sub-Fund does not, in turn, invest in the Sub-Fund invested in this Target Sub-Fund;

B. no more than 10% of the assets of the Target Sub-Fund whose acquisition is contemplated may be invested in aggregate in units of other UCIs;

C. voting rights attached to the relevant shares are suspended for as long as they are held by the Sub-Fund concerned and without prejudice to the appropriate processing in the accounts and the periodic reports;

D. in any event, for as long as such shares are held by the Company, their value will not be taken into consideration for the calculation of the net assets of the Company for the purposes of verifying the minimum threshold of the net assets as set out in Article 5; and

E. there is no duplication of management, performance, subscription or redemption fees amongst the Target Sub-Fund and the investing Sub-Fund.

The investment policy of the Company may replicate the composition of an index of securities or debt securities recognized by the Luxembourg supervisory authority.

The Company may also use techniques and instruments relating to transferable securities and money market instruments, to the extent that these techniques and instruments are used in view of efficient portfolio management.

The Company may in particular purchase the above mentioned assets on any Regulated Market of a State of Europe, being or not member of the EU, of America, Africa, Asia, Australia or Oceania.

The Company may also invest in recently issued transferable securities and money market instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on a Regulated Market and that such admission be secured within one year of issue.

In accordance with the principle of risk spreading, the Company is authorised to invest up to 100% of the net assets attributable to each SubFund in transferable securities or money market instruments issued or guaranteed by an EU member States, its local authorities, another member State of the OECD or public international bodies of which one or more member States of the EU are members being provided that if the Company uses the possibility described above, it shall hold, on behalf of each relevant Sub-Fund, securities belonging to six different issues at least. The securities belonging to one issue can not exceed 30% of the total net assets attributable to that Sub-Fund.

The board of directors, acting in the best interest of the Company, may decide, in the manner described in the sales documents of the shares of the Company, that (i) all or part of the assets of the Company or of any SubFund be co-managed on a segregated basis with other assets held by other investors, including other undertakings for collective investment and/or their Sub-Funds, or that (ii) all or part of the assets of two or more Sub-Funds of the Company be co-managed amongst themselves on a segregated or on a pooled basis.

Investments in each Sub-Fund of the Company may be made either directly or indirectly through wholly-owned subsidiaries, as the board of directors may from time to time decide and as described in the sales documents for the shares of the Company. Reference in these Articles to "investments" and "assets" shall mean, as appropriate, either investments made and assets beneficially held directly or investments made and assets beneficially held indirectly through the aforesaid subsidiaries."

Fifth resolution

The meeting decides to add a new article 25 of the Articles, "Mergers", in order to reflect the new provisions of the 2010 Law regarding mergers of UCITS which shall read as follows:

"Art. 25. Mergers.

A) Merger of the Company

1) Mergers decided by the board of directors

The board of directors may decide to proceed with a merger of the Company (within the meaning of the 2010 Law), either as receiving or absorbed UCITS, with:

- another Luxembourg or foreign UCITS (the "New UCITS"); or
- a sub-fund thereof,

and, as appropriate, to redesignate the shares of the Company concerned as shares of this New UCITS, or of the relevant Sub-Fund thereof as applicable.

In case the Company involved in a merger is the receiving UCITS, solely the board of directors will decide on the merger and effective date thereof.

In the case the Company involved in a merger is the absorbed UCITS, and hence ceases to exist, the general meeting of the shareholders, rather than the board of directors, has to approve, and decide on the effective date of, such merger by a resolution adopted with no quorum requirement and at a simple majority of the votes cast at such meeting.

Such a merger shall be subject to the conditions and procedures imposed by the 2010 Law, in particular concerning the merger project and the information to be provided to the shareholders.

2) Mergers decided by the shareholders

Notwithstanding the powers conferred to the board of directors by the preceding section, a merger of the Company, either as receiving or absorbed UCITS, with:

- a New UCITS; or

- a sub-fund thereof,

may be decided by a general meeting of the shareholders for which there shall be no quorum requirement and which will decide on such a merger and its effective date by a resolution adopted at a simple majority of the votes validly cast at such meeting.

Such a merger shall be subject to the conditions and procedures imposed by the 2010 Law, in particular concerning the merger project and the information to be provided to the shareholders.

Shareholders will in any case be entitled to request, without any charge other than those retained by the Company or the Sub-Fund to meet disinvestment costs, the repurchase or redemption of their shares, in accordance with the provisions of the 2010 Law.

B) Merger of Sub-Funds

1) Mergers decided by the board of directors

The board of directors may decide to proceed with a merger of any Sub-Fund, either as receiving or absorbed Sub-Fund, with:

- another existing Sub-Fund within the Company or another sub-fund within a New UCITS (the "New Sub-Fund"); or
- a New UCITS,

and, as appropriate, to redesignate the shares of the Sub-Fund concerned as shares of the New UCITS, or of the New Sub-Fund as applicable.

Such a merger shall be subject to the conditions and procedures imposed by the 2010 Law, in particular concerning the merger project and the information to be provided to the shareholders.

2) Mergers decided by the shareholders

The general meeting of the shareholders of a Sub-Fund may also decide a merger of the relevant Sub-Fund, either as receiving or absorbed Sub-Fund, with:

- any New UCITS; or
- a New Sub-Fund,

by a resolution adopted with no quorum requirement at a simple majority of the votes validly cast at such meeting.

Such a merger shall be subject to the conditions and procedures imposed by the 2010 Law, in particular concerning the merger project and the information to be provided to the shareholders.

Shareholders will in any case be entitled to request, without any charge other than those retained by the Company or the Sub-Fund to meet disinvestment costs, the repurchase or redemption of their shares, applicable except for the self-managed Sicavs in accordance with the provisions of the 2010 Law."

Sixth resolution

The meeting decides to add a new second paragraph at article 2 of the Articles, "Registered Office", which shall read as follows:

"Within the same municipality, the registered office may be transferred by decision of the board of directors. It may be transferred to any other municipality in the Grand Duchy of Luxembourg by means of a resolution of the general meeting of shareholders, adopted in the manner required for an amendment of these articles of incorporation."

Seventh resolution

The meeting decides to delete the third sentence of the first paragraph of article 5 of the Articles, "Share Capital - Classes of Shares".

Eighth resolution

The meeting decides to amend the second sentence of the second paragraph of article 5 of the Articles, "Share Capital - Classes of Shares" which shall read as follows:

"The proceeds of the issue of each class of shares shall be invested in transferable securities of any kind and other assets permitted by law pursuant to the investment policy determined by the board of directors for the 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."

Ninth resolution

The meeting decides to add a new second sentence to the sixth paragraph at the first item of article 6 of the Articles, "Form of Shares", which shall read as follows:

"The certificates will remain valid even if the list of authorised signatures of the Company is modified."

Tenth resolution

The meeting decides to amend the last paragraph of article 7 of the Articles, "Issue of Shares", which shall read as follows:

"The board of directors 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 authorised auditor of the Company ("réviseur d'entreprises agréé"). The securities to be delivered by way of a contribution in kind must correspond to the investment policy and restrictions of the Sub-Fund to which they are contributed. Any costs incurred in connection with a contribution in kind of securities shall be borne by the relevant shareholders."

Eleventh resolution

The meeting decides to amend the second last sentence of the last paragraph of article 8 of the Articles, "Redemption of Shares", which shall read as follows:

"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 authorised auditor of the Company."

Twelfth resolution

The meeting decides to add a final paragraph to article 8 of the Articles, "Redemption of Shares", which shall read as follows:

"All redeemed shares may be cancelled."

Thirteenth resolution

The meeting decides to amend the last paragraph of article 9 of the Articles, "Conversion of Shares", which shall read as follows:

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

Fourteenth resolution

The meeting decides to amend point 7) (b), Section I, of article 11 of the Articles, "Calculation of the Net Asset Value per Share", which shall read as follows:

"(b) The value of transferable securities (i) listed or dealt on a regulated market within the meaning of the EC Parliament and Council Directive 2004/39/EC dated 21 April 2004 on markets in financial instruments, as amended from time to time, (the "Directive") or (ii) admitted to the official listing of a stock exchange or (iii) dealt on another regulated market, that operates regularly and is recognized and is open to the public as defined in the Directive and the applicable law and regulation ("Regulated Market") is based on the last available price on the stock exchange which is normally the principal market for such assets."

Fifteenth resolution

The meeting decides to amend point 6), Section II, of article 11 of the Articles, "Calculation of the Net Asset Value per Share", which shall read as follows:

"6) all other liabilities of the Company of whatsoever kind and nature reflected in accordance with generally accepted accounting principles. In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company which shall comprise but not be limited to formation expenses, fees payable to its investment advisers, fees and expenses payable to its authorised auditors and accountants, custodian and its correspondents, domiciliary, corporate, administrative, registrar, transfer and paying agent and its correspondents, any listing agent, any distributor and permanent representatives in places of registration, as well as any other agent employed by the Company, the remuneration of the directors and officers of the Company and their reasonable out-of-pocket expenses, insurance coverage, and reasonable travelling costs in connection with board meetings, fees and expenses for legal services, any fees and expenses involved in registering and maintaining the registration of the Company with any governmental agencies or stock exchanges in the Grand Duchy of Luxembourg and in any other country, reporting and publishing expenses including the costs of preparing, printing, advertising, translating and distributing offering circulars, explanatory memoranda, key investor information documents, periodical reports or registration statements, and the costs of any reports to shareholders, all taxes, duties, governmental and similar charges, the costs for the publication of the issue, conversion and redemption prices and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage and telephone. The Company may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount rateably for yearly or other periods."

Sixteenth resolution

The meeting decides to amend article 12 of the Articles, "Frequency and Temporary Suspension of Calculation of Net Asset Value per Share, of Issue, Redemption and Conversion of Shares", which shall read as follows:

"With respect to each Sub-Fund/class of shares, the net asset value per share and the price for the issue, redemption and conversion of shares 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"; provided that, to the extent the net asset value per share is calculated at several moments in

time during the course of the same Valuation Date, each such moment shall be referred to herein as a "Valuation Time" during the course of the relevant Valuation Date.

The Company may suspend the determination of the net asset value per share of any particular class/Sub-Fund and the issue and redemption of its shares from its shareholders, as well as the conversion from and to shares of each class/Sub-Fund:

- a) during any period when any of the principal stock exchanges or other markets on which any material portion of the investments of the Company attributable to such Sub-Fund from time to time is quoted or dealt in is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended, provided that such restriction or suspension affects the valuation of the investments of the Company attributable to a Sub-Fund quoted thereon; or
- b) during the existence of any state of affairs, which constitutes an emergency in the opinion of the board of directors, as a result of which disposals or valuation of assets owned by the Company attributable to such Sub-Fund would be impractical; or
- c) during any breakdown in the means of communication or computation normally employed in determining the price or value of any of the investments of such Sub-Fund, or the current price or values on any stock exchange or other market in respect of the assets attributable to such Sub-Fund; or
- d) when for any other reason, the prices of any investments owned by the Company attributable to any Sub-Fund cannot promptly or accurately be ascertained; or
- e) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of the shares of such Sub-Fund, or during which any transfer of funds involved in the realization or acquisition of investments or payments due on redemption of shares cannot in the opinion of the board of directors be effected at normal rates of exchange; or
- f) from the time of publication of a notice convening an extraordinary general meeting of shareholders for the purpose of winding-up the Company, any Sub-Fund, or merging the Company or any Sub-Fund, or informing the shareholders of the decision of the board of directors to terminate Sub-Funds or to merge Sub-Funds; or
- g) during any period when the net asset value of any subsidiary -if any - of the Company may not be determined accurately; or
- h) following the suspension of the calculation of the net asset value per share at the level of a master fund in which any Sub-Fund invests in its capacity as feeder fund of such master fund, to the extent applicable.

The Company may suspend the issue and redemption of its shares from its shareholders, as well as the conversion from and to shares of each class, following the suspension of the issue, redemption and/or the conversion at the level of a master fund in which the Company invests in its capacity as feeder fund of such master fund, to the extent applicable.

Any such suspension shall be published, if appropriate, by the Company and may be notified to shareholders having made an application for subscription, redemption or conversion of shares for which the calculation of the net asset value has been suspended when the suspension of the calculation of the net asset value per share is likely to exceed 10 days.

Such suspension as to any class of shares shall have no effect on the calculation of the net asset value per share, the issue, redemption and conversion of shares of any other class of shares if the assets within such other class of shares are not affected to the same extent by the same circumstances.

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."

Seventeenth resolution

The meeting decides to amend article 13 of the Articles, "Directors", which shall read as follows:

"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.

Directors shall be elected by the majority of the votes of the shares validly cast and shall be subject to the approval of the Luxembourg regulatory authorities.

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 an elected director is a legal entity, a permanent individual representative thereof should be designated as member of the board of directors. Such individual has the same obligations as the other directors.

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."

Eighteenth resolution

The meeting decides to amend article 14 of the Articles, "Board Meetings", which shall read as follows:

"Either the chairman or any two directors may at any time summon a meeting of the directors by notice in writing to every director which notice shall set forth the general nature of the business to be considered and the place at which the meeting is to be convened.

The board of directors may choose from among its members a chairman. It may choose a secretary, who need not to be a director, who shall write and keep the minutes of the meetings of the board of directors and of the shareholders.

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 telegram, facsimile or any other similar means of communication, or when all directors are present or represented at the meeting. 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 telegram, facsimile 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, video conference 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 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 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 of the votes validly cast 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 are 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 telegram, facsimile 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."

Nineteenth resolution

The meeting decides to amend article 20 of the Articles, "Indemnification of Directors", which shall read as follows:

"Every director or officer of the Company and his personal representatives shall be indemnified and secured harmless out of the assets and funds of the Company against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities ("Losses") incurred or sustained by him in or about the conduct of the Company business or affairs or in the execution or discharge of his duties, powers, authorities or discretions, including Losses incurred by him in defending (whether successfully or otherwise) any civil proceedings concerning the Company in any court whether in Luxembourg or elsewhere. No such person shall be liable (i) for the acts, receipts, neglects, defaults or omissions of any other such person or (ii) by reason of his having joined in any receipt for money not received by him personally or (iii) for any loss on account of defect of title to any property of the Company or (iv) on account of the insufficiency of any security in or upon which any money of the Company shall be invested or (v) for any loss incurred through any bank, broker or other agent or (vi) for any loss, damage or misfortune whatsoever which may happen in or arise from the execution or discharge of the duties, powers, authorities, or discretions of his office or in relation thereto, unless the same shall happen through his own gross negligence, fraud or wilful misconduct against the Company."

Twentieth resolution

The meeting decides to amend the title of article 21 of the Articles "Auditors", which shall read as follows:

"Art. 21. Authorised Auditors."

Twenty-first resolution

The meeting decides to amend article 21 of the Articles "Authorised Auditors", which shall read as follows:

“The accounting data related in the annual report of the Company shall be examined by an authorised auditor (“réviseur d’entreprises agréé”) appointed by the general meeting of shareholders and remunerated by the Company.

The authorised auditor shall fulfil all duties prescribed by the 2010 Law on undertakings for collective investment.”

Twenty-second resolution

The meeting decides to amend article 22 of the Articles, “General Meetings of Shareholders of the Company”, in particular the month of the annual general meeting, which shall read as follows:

“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 tenth of the share capital.

The annual general meeting shall be held in accordance with Luxembourg law at Luxembourg City at a place specified in the notice of meeting, on the second Tuesday in the month of July at 11.00 a.m.

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

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

Shareholders shall meet upon call by the board of directors pursuant to a notice setting forth the agenda sent at least eight days prior to the meeting to each registered shareholder 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. Shareholders representing at least one tenth of the share capital may request the adjunction of one or several items to the agenda of any general meeting of shareholders. Such a request must be sent to the registered office of the Company by registered mail five days at the latest before the relevant meeting.

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 holders of bearer shares are obliged, in order to be admitted to the general meetings, to deposit their share certificates with an institution specified in the convening notice at least five days prior to the date of the 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 of the votes validly cast of the shareholders present or represented, regardless of the portion of share capital represented. Abstention and nil votes shall not be taken into account.

Each shareholder may also vote at a general meeting through a signed voting form sent by post, electronic mail, facsimile or any other means of communication to the Company’s registered office or to the address specified in the convening notice. The shareholders may only use voting forms provided by the Company which contain at least the place, date and time of the meeting, the agenda of the meeting, the proposal submitted to the decision of the meeting, as well as for each proposal three boxes allowing the shareholder to vote in favour of, against, or abstain from voting on each proposed resolution by ticking the appropriate box.

Voting forms which, for a proposed resolution, do not show only (i) a vote in favour or (ii) a vote against the proposed resolution or (iii) an abstention are void with respect to such resolution. The Company shall only take into account voting forms received prior to the general meeting which they relate to.”

Twenty-third resolution

The meeting decides to amend the title of article 23 of the Articles, “General Meetings of Shareholders in a Fund or in a Class of Shares”, which shall read as follows:

“ Art. 23. General Meetings of Shareholders in a Sub-Fund or in a Class of Shares ”

Twenty-fourth resolution

The meeting decides to amend article 23. - “General Meetings of Shareholders in a Sub-Fund or in a Class of Shares”, which shall read as follows:

“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, 11, 12, 13, 17 and 18 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 of the votes validly cast of shareholders present or represented, regardless of the portion of share capital represented. Abstention and nil votes shall not be taken into account.”

Twenty-fifth resolution

The meeting decides to amend the title of article 24 of the Articles “Termination and Amalgamation of Sub-Funds or Classes of Shares” which shall read as follows:

“ Art. 24. Liquidation of Sub-Funds and Classes of Shares ”

Twenty-sixth resolution

The meeting decides to amend article 24 of the Articles, “Liquidation of Sub-Funds and Classes of Shares”, which shall read as follows:

“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 rationalization, 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 realization prices of investments and realization expenses) calculated on the Valuation Date or Valuation Time during the course of a Valuation Date, at which such decision shall take effect. The Company shall serve a notice to the holders of the relevant class or classes of shares prior to the effective date for the liquidation, which will indicate the reasons and the procedure for the redemption operations: registered holders shall be notified in writing; the Company shall inform holders of bearer shares by publication of a notice in newspapers to be determined by the board of directors, unless these shareholders and their addresses are known to the Company. 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 realization prices of investments and realization expenses), prior to the date effective for the liquidation.

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 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 realization prices of investments and realization expenses) calculated on the Valuation Date, or the Valuation Time during the course of a Valuation Date, at which such decision shall take effect. There shall be no quorum requirements for such general meeting of shareholders which shall decide by resolution taken by simple majority of those present or represented and voting at such meeting.

Assets which may not be distributed to their beneficiaries on completion of the liquidation of a Sub-Fund or class of shares will be deposited with the Caisse de Consignation in Luxembourg on behalf of the beneficial owners.

The liquidation of a Sub-Fund shall have no influence on any other Sub-Fund. The liquidation of the last remaining Sub-Fund will result in the Company’s liquidation.

All redeemed shares may be cancelled.”

Twenty-seventh resolution

The meeting decides to renumber the articles as from the newly created article 25 of the Articles entitled “Mergers”.

Twenty-eighth resolution

The meeting decides to amend article 27 of the Articles, “Distributions”, which shall read as follows:

“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 authorize 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 to the agent or agents therefor designated by the Company.

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.”

Twenty-ninth resolution

The meeting decides to amend the first paragraph of article 29 of the Articles, “Dissolution of the Company”, and to add a new last paragraph, which shall read as follows:

First paragraph:

“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.”

Last paragraph:

“Assets which are not distributed on completion of the liquidation of the Company will be deposited with the Caisse de Consignation in Luxembourg on behalf of the beneficial owners.”

Thirtieth resolution

The meeting decides to renounce to the French translation of the Articles so that the official version of the Articles shall only be available in English.

There being no further business, the meeting is terminated.

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

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

The document having been read to the meeting, the members of the board of the meeting, all of whom are known to the notary by their names, surnames, civil status and residences, signed together with us, the notary, the present original deed, no shareholder expressing the wish to sign.

Signé: M. WICKLER, M. KEMP, J. STAGGS, J.-J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 21 août 2012. Relation: EAC/2012/11076. Reçu soixante-quinze Euros (75,- EUR).

Le Receveur ff. (signé): Monique HALSDORF.

Référence de publication: 2012112920/974.

(120152336) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 septembre 2012.

Lily Investments S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 75.920.

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Les comptes annuels au 31.12.2011 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.

Luxembourg, le 09 AOUT 2012.

Pour: LILY INVESTMENTS S.A.

Société anonyme

Expertia Luxembourg

Société anonyme

Cindy Szabo / Johanna Tenebay

Référence de publication: 2012103273/15.

(120141207) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

CL Intermediate Holdings S.à r.l., Société à responsabilité limitée.

Capital social: USD 65.000,00.

Siège social: L-2163 Luxembourg, 20, avenue Monterey.

R.C.S. Luxembourg B 171.204.

STATUTES

IN THE YEAR TWO THOUSAND AND TWELVE,

ON THE THIRD DAY OF THE MONTH OF SEPTEMBER.

Before us Maître Cosita Delvaux, notary residing in Redange-sur-Attert, Grand Duchy of Luxembourg.

THERE APPEARED:

CL Acquisition Holdings Limited, a limited liability company governed by the laws of Cayman Islands and having its registered office at c/o Appleby Trust (Cayman) Ltd., Clifton House, 75 Fort Street, P.O. Box 1350, George Town, Grand Cayman, KY1-1108, Cayman Islands, registered with the Registrar of Companies of the Cayman Islands under number HL-271349.

Hereby represented by Mrs Caroline Ronfort, employee, residing in Luxembourg, by virtue of a proxy established on 30 August 2012.

The said proxy, signed "ne varietur" by the person appearing and the undersigned notary, will remain annexed to the present deed to be filed with the registration authorities.

Such appearing party, represented as stated here above, 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. Corporate form. There is formed a private limited liability company ("société à responsabilité limitée") which will be governed by the laws pertaining to such an entity (hereafter the "Company"), and in particular the law dated 10th August, 1915, on commercial companies, as amended (hereafter the "Law"), as well as by the articles of association (hereafter the "Articles"), which specify in the articles 6.1, 6.2, 6.5, 8 and 11.2 the exceptional rules applying to one member company.

Art. 2. Corporate object.

2.1 The object of the Company is the holding of participations, in any form whatsoever, in Luxembourg and foreign companies, the acquisition by purchase, subscription, or in any other manner as well as the transfer by sale, exchange or otherwise of stocks, bonds, debentures, notes and other securities of any kind, and the ownership, administration, development and management of its portfolio. The Company may also hold interests in partnerships.

2.2 The Company may borrow in any form and proceed to the issuance of bonds, without a public offer, which may be convertible and to the issuance of debentures.

2.3 The Company may grant loans or advance money by any means to companies or other enterprises in which the Company has an interest or which form part of the group of companies to which the Company belongs (including shareholders or affiliated) (the "Group Companies") and render any assistance by way in particular of the granting of guarantees, collaterals, pledges, securities or otherwise and subordinate its claims in favour of third parties for the obligations of any such Group Companies.

2.4 In a general fashion it may grant assistance to affiliated companies, take any controlling and supervisory measures and carry out any operation, which it may deem useful in the accomplishment and development of its purposes.

2.5 The Company may further carry out any commercial, industrial or financial operations, as well as any transactions on real estate or on movable property.

2.6 The Company shall not enter into any transaction which would cause it to be engaged in any activity that would be considered as a regulated activity of the financial sector.

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

Art. 4. Denomination. The Company will have the denomination "CL Intermediate Holdings S.à r.l.".

Art. 5. Registered office.

5.1 The registered office is established in Luxembourg-City.

5.2 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 shareholders deliberating in the manner provided for amendments to the Articles.

5.3 The address of the registered office may be transferred within the municipality by simple decision of the sole director (gérant) or in case of plurality of directors (gérants), by a decision of the board of directors (conseil de gérance).

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

Art. 6. Share capital - Shares.

6.1 - Subscribed Share Capital

6.1.1 The Company's corporate capital is fixed at USD 65,000 (sixty-five thousand United States Dollars) represented by 6,500,000 (six million five hundred thousand) shares (parts sociales) of USD 0.01 (one cent United States Dollars) each, all fully subscribed and entirely paid up.

6.1.2 At the moment and as long as all the shares are held by only one shareholder, the Company is a one man company (société unipersonnelle) in the meaning of Article 179 (2) of the Law; In this contingency Articles 200-1 and 200-2, among others, will apply, this entailing that each decision of the single shareholder and each contract concluded between him and the Company represented by him shall have to be established in writing.

6.2 - Modification of Share Capital

The capital may be changed at any time by a decision of the single shareholder or by decision of the general shareholders' meeting, in accordance with Article 8 of these Articles and within the limits provided for by Article 199 of the Law.

6.3 - Profit Participation

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.

6.4 - Indivisibility of Shares

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

6.5 - Transfer of Shares

6.5.1 In case of a single shareholder, the Company's shares held by the single shareholder are freely transferable.

6.5.2 In the case of plurality of shareholders, the shares held by each shareholder may be transferred in compliance with the requirements of Article 189 and 190 of the Law.

6.5.3 Shares may not be transferred inter vivos to non-shareholders unless shareholders representing at least three-quarters of the corporate share capital shall have agreed thereto in a general meeting.

6.5.4 Transfers of shares must be recorded by a notarial or private deed. Transfers shall not be valid vis-à-vis the Company or third parties until they shall have been notified to the Company or accepted by it in accordance with the provisions of Article 1690 of the Civil Code.

6.6 - Registration of shares

All shares are in registered form, in the name of a specific person, and recorded in the shareholders' register in accordance with Article 185 of the Law.

Art. 7. Management.

7.1 - Appointment and Removal

7.1.1 The Company is managed by a sole director (gérant) or more directors (gérants). If several directors (gérants) have been appointed, they will constitute a board of directors (conseil de gérance). The director(s) (gérant(s)) need not to be shareholder(s).

7.1.2 The director(s) (gérant(s)) is/are appointed by the general meeting of shareholders.

7.1.3 A director (gérant) may be dismissed ad nutum with or without cause and replaced at any time by resolution adopted by the shareholders.

7.1.4 The sole director (gérant) and each of the members of the board of directors (conseil de gérance) shall not be compensated for his/their services as director (gérant), unless otherwise resolved by the general meeting of shareholders. The Company shall reimburse any director (gérant) for reasonable expenses incurred in the carrying out of his office, including reasonable travel and living expenses incurred for attending meetings on the board, in case of plurality of directors (gérants).

7.2 - Powers

All powers not expressly reserved by Law or the present Articles to the general meeting of shareholders fall within the competence of the sole director (gérant), or in case of plurality of directors (gérants), of the board of directors (conseil de gérance).

7.3 - Representation and Signatory Power

7.3.1 In dealing with third parties as well as in justice, the sole director (gérant), or in case of plurality of directors (gérants), the board of directors (conseil de gérance) 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 7.3 shall have been complied with.

7.3.2 The Company shall be bound by the sole signature of its sole director (gérant), and, in case of plurality of directors (gérants), by the joint signatures of any two members of the board of directors (conseil de gérance).

7.3.3 The sole director (gérant), or in case of plurality of directors (gérants), the board of directors (conseil de gérance) may sub-delegate his/its powers for specific tasks to one or several ad hoc agents.

7.3.4 The sole director (gérant), or in case of plurality of directors (gérants), the board of directors (conseil de gérance) 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.

7.4 - Chairman, Vice-Chairman, Secretary, Procedures

7.4.1 The board of directors (conseil de gérance) may choose among its members a chairman and a vice-chairman. It may also choose a secretary, who need not be a director (gérant) and who shall be responsible for keeping the minutes of the meeting of the board of directors and of the shareholders.

7.4.2 The resolutions of the board of directors (conseil de gérance) shall be recorded in the minutes, to be signed by the chairman and the secretary, or by a notary public, and recorded in the corporate book of the Company.

7.4.3 Copies or extracts of such minutes, which may be produced in judicial proceedings or otherwise, shall be signed by the chairman, by the secretary or by any director (gérant).

7.4.4 The board of directors (conseil de gérance) can discuss or act validly only if at least a majority of the directors (gérants) is present or represented at the meeting of the board of directors (conseil de gérance).

7.4.5 In case of plurality of directors (gérants), resolutions shall be taken by a majority of the votes of the directors (gérants) present or represented at such meeting.

7.4.6 Any director (gérant) may act at any meeting of the board of directors (conseil de gérance) by appointing in writing another director (gérant) as his proxy. A director (gérant) may also appoint another director (gérant) to represent him by phone to be confirmed at a later stage.

7.4.7 Resolutions in writing approved and signed by all directors (gérants) shall have the same effect as resolutions passed at the directors' (gérants) meetings. Such approval may be in a single or in several separate documents.

7.4.8 Any and all directors (gérants) may participate in any meeting of the board of directors (conseil de gérance) by telephone or video conference call or by other similar means of communication allowing all the directors (gérants) taking part in the meeting to hear one another. The participation in a meeting by these means is equivalent to a participation in person at such meeting.

7.5 - Liability of Directors (gérants)

Any director (gérant) assumes, by reason of his position, no personal liability in relation to any commitment validly made by him in the name of the Company.

Art. 8. General shareholders' meeting.

8.1 The single shareholder assumes all powers conferred to the general shareholders' meeting.

8.2 In case of a plurality of shareholders, each shareholder may take part in collective decisions irrespectively of the number of shares he owns. Each shareholder shall dispose of a number of votes equal to the number of shares held by him. Collective decisions are only validly taken insofar as shareholders owning more than half of the share capital adopt them.

8.3 However, resolutions to alter the Articles, except in case of a change of nationality, which requires a unanimous vote, may only be adopted by the majority of the shareholders owning at least three quarter of the Company's share capital, subject to the provisions of the Law.

8.4 The holding of general shareholders' meetings shall not be mandatory where the number of members does not exceed twenty-five (25). In such case, each member shall receive the precise wording of the text of the resolutions or decisions to be adopted and shall give his vote in writing.

Art. 9. Annual general shareholders' meeting.

9.1 Where the number of shareholders exceeds twenty-five, an annual general meeting of shareholders shall be held, in accordance with Article 196 of the Law at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting, on the 28th day of the month of June, at 11.00 am.

9.2 If such day is not a bank business day in Luxembourg, the annual general meeting shall be held on the next following bank business day. The annual general meeting may be held abroad if, in the absolute and final judgment of the sole director (gérant), or in case of plurality of directors (gérants), the board of directors (conseil de gérance), exceptional circumstances so require.

Art. 10. Audit. Where the number of shareholders exceeds twenty-five, the operations of the Company shall be supervised by one or more statutory auditors in accordance with Article 200 of the Law who need not to be shareholder. If there is more than one statutory auditor, the statutory auditors shall act as a collegium and form the board of auditors.

Art. 11. Fiscal year – Annual accounts.

11.1 – Fiscal Year

The Company's fiscal year starts on the 1st of January and ends on the 31st of December of each year.

11.2 - Annual Accounts

11.2.1 At the end of each fiscal year, the sole director (gérant), or in case of plurality of directors (gérants), the board of directors (conseil de gérance) prepare an inventory, including an indication of the value of the Company's assets and liabilities, as well as the balance sheet and the profit and loss account in which the necessary depreciation charges must be made.

11.2.2 Each shareholder, either personally or through an appointed agent, may inspect, at the Company's registered office, the above inventory, balance sheet, profit and loss accounts and, as the case may be, the report of the statutory auditor(s) set-up in accordance with Article 200.

Art. 12. Distribution of profits.

12.1 The gross profit of the Company stated in the annual accounts, after deduction of general expenses, amortization and expenses represent the net profit.

12.2 An amount equal to five per cent (5%) of the net profits of the Company shall be allocated to a statutory reserve, until and as long as this reserve amounts to ten per cent (10%) of the Company's share capital.

12.3 The balance of the net profits may be distributed to the shareholder(s) commensurate to his/their share holding in the Company.

Art. 13. Dissolution - Liquidation.

13.1 The Company shall not be dissolved by reason of the death, suspension of civil rights, insolvency or bankruptcy of the single shareholder or of one of the shareholders.

13.2 Except in the case of dissolution by court order, the dissolution of the Company may take place only pursuant to a decision adopted by the general meeting of shareholders in accordance with the conditions laid down for amendments to the Articles.

13.3 At the time of dissolution of the Company, the liquidation will be carried out by one or several liquidators, shareholders or not, appointed by the shareholders who shall determine their powers and remuneration.

Art. 14. Reference to the law. Reference is made to the provisions of the Law for all matters for which no specific provision is made in these Articles.

Art. 15. Modification of articles. The Articles may be amended from time to time, and in case of plurality of shareholders, by a meeting of shareholders, subject to the quorum and voting requirements provided by the laws of Luxembourg.

Transitional dispositions

The first fiscal year shall begin on the date of the formation of the Company and shall terminate on the 31 December 2012.

Subscription

The Articles having thus been established, the party appearing declares to subscribe the entire share capital as follows:

Subscriber	Number of shares	Subscribed amount (USD)	% of share capital
CL Acquisition Holdings Limited, prenamed	6,500,000	65,000	100%
TOTAL	6,500,000	65,000	100%

All the shares have been paid-up to the extent of one hundred per cent (100%) by payment in cash, so that the amount of USD 65,000.- (sixty-five thousand United States Dollars) is now available to the Company, evidence thereof having been given to the notary.

Estimate of costs

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of its formation are estimated at approximately EUR 1,200.-.

Resolutions of the shareholder(s)

1. The Company will be administered by the following director(s) (gérants) for an undetermined period:

a. Mrs. Emanuela Brero, private employee, born on 25 May 1970 in Bra (Italy), having her professional address at 20, avenue Monterey, L-2163 Luxembourg, Grand Duchy of Luxembourg;

b. Mr. Manuel Mouget, private employee, born on 6 January 1977 in Messancy (Belgium), having his professional address at 20, avenue Monterey, L-2163 Luxembourg, Grand Duchy of Luxembourg;

c. Mr. Stefan Oostvogels, lawyer, born on 21 April 1962 in Brussels (Belgium), having his address at 1, rue Spierzelt, L-8063 Bertrange, Grand Duchy of Luxembourg;

d. Mr. Kamil Marc Salame, private employee, born on 2 January 1969 in Connecticut (United States of America), having his professional address at 712 Fifth Avenue, 43rd Floor, New York, NY 10019, United States of America; and

e. Mr. Christopher John Hojlo, private employee, born on 17 December 1972 in Massachusetts (United States of America), having his professional address at 712 Fifth Avenue, 43rd Floor, New York, NY 10019, United States of America.

2. The registered office of the Company shall be established at 20, avenue Monterey, L-2163 Luxembourg.

Declaration

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing party/parties, the present deed is worded in English followed by a French version. On request of the same appearing person(s) and in case of divergences between the English and the French text, the English version will be prevailing.

WHEREOF the present deed was drawn up in Luxembourg, on the day named at the beginning of this document. The document having been read to the person(s) appearing, they signed together with the notary the present deed.

Suit la traduction française du texte qui précède:

L'AN DEUX MILLE DOUZE,

LE TROISIEME JOUR DU MOIS DE SEPTEMBRE.

Par-devant Maître Cosita Delvaux, notaire de résidence à Redange-sur-Attert, Grand-Duché de Luxembourg.

ONT COMPARU:

CL Acquisition Holdings Limited, une société à responsabilité limitée régie par les lois des Iles Caïmans ayant son siège social at c/o Appleby Trust (Cayman) Ltd., Clifton House, 75 Fort Street, P.O. Box 1350, George Town, Grand Cayman, KY1-1108, Iles Caïmans, inscrite auprès du Registrar of Companies des Iles Caïmans sous le numéro HL-271349,

Ci-après représentés par Mme Caroline Ronfort, employée, résidant à Luxembourg, en vertu d'une procuration sous seing privé donnée le 30 août 2012.

Laquelle procuration restera, après avoir été signée "ne varietur" par le comparant et le notaire instrumentant, annexée aux présentes pour être formalisée avec elles.

Lequel comparant, représenté comme dit ci-avant, a requis le notaire instrumentant de dresser acte d'une société à responsabilité limitée dont il a arrêté les statuts comme suit:

Art. 1^{er}. Forme sociale. Il est formé une société à responsabilité limitée qui sera régie par les lois y relatives (ci-après la «Société»), et en particulier la loi du 10 août 1915 relative aux sociétés commerciales, telle que modifiée (ci-après la «Loi»), ainsi que par les statuts de la Société (ci-après les «Statuts»), lesquels spécifient en leurs articles 6.1, 6.2, 6.5, 8 et 11.2, les règles exceptionnelles s'appliquant à la société à responsabilité limitée unipersonnelle.

Art. 2. Objet social.

2.1 L'objet de la Société est la prise de participations, sous quelque forme que ce soit, dans des sociétés luxembourgeoises et étrangères, l'acquisition par l'achat, la souscription ou de toute autre manière, ainsi que le transfert par vente, échange ou autre, d'actions, d'obligations, de reconnaissances de dettes, notes ou autres titres de quelque forme que ce soit, et la propriété, l'administration, le développement et la gestion de son portefeuille. La Société peut en outre prendre des participations dans des sociétés de personnes.

2.2 La Société peut emprunter sous toutes les formes et procéder à l'émission d'obligations qui pourront être convertibles (à condition que celle-ci ne soit pas publique) et à l'émission de reconnaissances de dettes.

2.3 La Société peut accorder des prêts ou avances par tous moyens à des sociétés ou autres entités dans lesquelles la Société a un intérêt ou qui font partie du groupe de sociétés auquel appartient la Société (y compris ses associés ou entités liées) (le «Sociétés du Groupe») et accorder tout concours par voie d'octroi de garanties, sûretés, nantissements, gages ou autres au profit de tiers pour les obligations desdites Sociétés du Groupe

2.4 D'une façon générale, elle peut accorder une assistance aux sociétés affiliées, prendre toutes mesures de contrôle et de supervision et accomplir toute opération qui pourrait être utile à l'accomplissement et au développement de son objet.

2.5 La Société pourra en outre effectuer toute opération commerciale, industrielle ou financière, ainsi que toute transaction sur des biens mobiliers ou immobiliers.

2.6 La Société n'entrera dans aucune opération qui pourrait l'amener à être engagée dans toute activité qui serait considérée comme une activité réglementée du secteur financier.

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

Art. 4. Dénomination. La Société aura la dénomination: «CL Intermediate Holdings S.à r.l.».

Art. 5. Siège social

5.1 Le siège social est établi à Luxembourg - Ville.

5.2 Il peut-être transféré en tout autre endroit du Grand - Duché de Luxembourg par une délibération de l'assemblée générale extraordinaire des associés délibérant comme en matière de modification des Statuts.

5.3 L'adresse du siège social peut-être transférée à l'intérieur de la commune par simple décision du gérant unique ou en cas de pluralité de gérants, du conseil de gérance.

5.4 La Société peut avoir des bureaux et des succursales tant au Luxembourg qu'à l'étranger.

Art. 6. Capital social – Parts sociales.

6.1 - Capital Souscrit et Libéré

6.1.1 Le capital social est fixé à 65.000,- USD (soixante-cinq mille Dollars américain) représenté par 6.500.000 (six millions cinq cent mille) parts sociales d'une valeur nominale de 0.01 USD (un cent de Dollar américain), toutes entièrement souscrites et libérées.

6.1.2 A partir du moment et aussi longtemps que toutes les parts sociales sont détenues par un seul associé, la Société est une société unipersonnelle au sens de l'article 179 (2) de la Loi; Dans la mesure où les articles 200-1 et 200-2 de la Loi trouvent à s'appliquer, chaque décision de l'associé unique et chaque contrat conclu entre lui et la Société représentée par lui sont inscrits sur un procès-verbal ou établis par écrit.

6.2 - Modification du Capital Social

Le capital social souscrit peut être modifié à tout moment par une décision de l'associé unique ou par une décision de l'assemblée générale des associés conformément à l'article 8 des présents Statuts et dans les limites prévues à l'article 199 de la Loi.

6.3 - Participation aux Profits

Chaque part sociale donne droit à une fraction des actifs et bénéfices de la Société, en proportion directe avec le nombre des parts sociales existantes.

6.4 - Indivisibilité des Parts Sociales

Envers la Société, les parts sociales sont indivisibles, de sorte qu'un seul propriétaire est admis par part sociale. Les copropriétaires indivis doivent désigner une seule personne qui les représente auprès de la Société.

6.5 - Transfert de Parts Sociales

6.5.1 Dans l'hypothèse où il n'y a qu'un seul associé, les parts sociales détenues par celui-ci sont librement transmissibles.

6.5.2 Dans l'hypothèse où il y a plusieurs associés, les parts sociales ne sont transmissibles que sous réserve du respect des dispositions prévues aux articles 189 et 190 de la Loi.

6.5.3 Les parts sociales ne peuvent être transmises inter vivos à des tiers non - associés qu'après approbation préalable en assemblée générale des associés représentant au moins trois quarts du capital social.

6.5.4 Les transferts de parts sociales doivent s'effectuer par un acte notarié ou un acte sous seing privé. Les transferts ne peuvent être opposables à l'égard de la Société ou des tiers qu'à partir du moment de leur notification à la Société ou de leur acceptation sur base des dispositions de l'article 1690 du Code Civil.

6.6 - Enregistrement des Parts Sociales

Toutes les parts sociales sont nominatives, au nom d'une personne déterminée et sont inscrites sur le registre des associés conformément à l'article 185 de la Loi.

Art. 7. Management

7.1 - Nomination et Révocation

7.1.1 La Société est gérée par un gérant unique ou par plusieurs gérants. Si plusieurs gérants sont nommés, ils constitueront un conseil de gérance. Le(s) gérant(s) n'est/ne sont pas nécessairement associé(s).

7.1.2 Le(s) gérant(s) est/sont nommé(s) par l'assemblée générale des associés.

7.1.3 Un gérant pourra être révoqué ad nutum avec ou sans motif et remplacé à tout moment sur décision adoptée par les associés.

7.1.4 Le gérant unique et chacun des membres du conseil de gérance n'est ou ne seront pas rémunéré(s) pour ses/leurs services en tant que gérant, sauf s'il en est décidé autrement par l'assemblée générale des associés. La Société pourra rembourser tout gérant des dépenses raisonnables survenues lors de l'exécution de son mandat, y compris les dépenses raisonnables de voyage et de logement survenus lors de la participation à des réunions du conseil de gérance, en cas de pluralité de gérants.

7.2 - Pouvoirs

Tous les pouvoirs non expressément réservés par la Loi ou les présents Statuts à l'assemblée générale des associés relèvent de la compétence du gérant unique ou en cas de pluralité de gérants de la compétence du conseil de gérance.

7.3 - Représentation et Signature Autorisée

7.3.1 Dans les rapports avec les tiers et avec la justice, le gérant unique, et en cas de pluralité de gérants, le conseil de gérance aura tous pouvoirs pour agir au nom de la Société et pour effectuer et approuver tous actes et opérations conformément à l'objet social et sous réserve du respect des termes du présent article 7.3.

7.3.2 La Société est engagée par la seule signature du gérant unique et en cas de pluralité de gérants par la signature conjointe de deux des membres du conseil de gérance.

7.3.3 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.

7.3.4 Le gérant unique ou en cas de pluralité de gérants, le conseil de gérance déterminera les responsabilités 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.

7.4 - Président, Vice-Président, Secrétaire, Procédures

7.4.1 Le conseil de gérance peut choisir parmi ses membres un président et un vice-président. Il peut aussi désigner un secrétaire, gérant ou non, qui sera chargé de la tenue des procès-verbaux des réunions du conseil de gérance et des associés.

7.4.2 Les résolutions du conseil de gérance seront constatées par des procès-verbaux, qui, signés par le président et le secrétaire ou par un notaire, seront déposées dans les livres de la Société.

7.4.3 Les copies ou extraits de ces procès-verbaux qui pourraient être produits en justice ou autrement seront signés par le président, le secrétaire ou par un quelconque gérant.

7.4.4 Le conseil de gérance ne peut délibérer et agir valablement que si au moins la majorité des gérants est présente ou représentée à la réunion du conseil de gérance.

7.4.5 En cas de pluralité de gérants, les résolutions ne pourront être prises qu'à la majorité des voix exprimées par les gérants présents ou représentés à ladite réunion.

7.4.6 Tout gérant pourra agir à toute réunion du conseil de gérance en désignant par écrit un autre gérant comme son représentant. Un gérant pourra également désigner un autre gérant pour le représenter par téléphone, cela sera confirmé par écrit par la suite.

7.4.7 Une décision prise par écrit, approuvée et signée par tous les gérants, produira effet au même titre qu'une décision prise lors d'une réunion du conseil de gérance. Cette approbation peut résulter d'un seul ou de plusieurs documents distincts.

7.4.7 Chaque gérant et tous les gérants peuvent participer aux réunions du conseil de gérance par "conference call" via téléphone ou vidéo ou par tout autre moyen similaire de communication ayant pour effet que tous les gérants participant au conseil puissent se comprendre mutuellement. Dans ce cas, le ou les gérants concernés seront censés avoir participé en personne à la réunion.

7.5 - Responsabilité des Gérants

Tout gérant ne contracte en raison de sa fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la Société.

Art. 8. Assemblée générale des associés.

8.1 L'associé unique exerce tous pouvoirs conférés à l'assemblée générale des associés.

8.2 En cas de pluralité d'associés, chaque associé peut prendre part aux décisions collectives, quel que soit le nombre de parts qu'il détient. Chaque associé possède un droit de vote en rapport avec le nombre des parts détenues par lui. Les décisions collectives ne sont valablement prises que pour autant qu'elles soient adoptées par des associés détenant plus de la moitié du capital.

8.3 Toutefois, les résolutions modifiant les Statuts, sauf en cas de changement de nationalité de la Société et pour lequel un vote à l'unanimité des associés est exigé, ne peuvent être adoptées que par une majorité d'associés détenant au moins les trois quarts du capital social, conformément aux prescriptions de la Loi.

8.4 La tenue d'assemblées générales n'est pas obligatoire, quand le nombre des associés n'est pas supérieur à vingt-cinq (25). Dans ce cas, chaque associé recevra le texte des résolutions ou décisions à prendre expressément formulées et émettra son vote par écrit.

Art. 9. Assemblée générale annuelle des associés.

9.1 Si le nombre des associés est supérieur à vingt cinq, une assemblée générale des associés doit être tenue, conformément à l'article 196 de la Loi, au siège social de la Société ou à tout autre endroit à Luxembourg tel que précisé dans la convocation de l'assemblée, le 28^{ème} jour du mois de juin, à 11.00 heures.

9.2 Si ce jour devait être un jour non ouvrable à Luxembourg, l'assemblée générale devrait se tenir le jour ouvrable suivant. L'assemblée générale pourra se tenir à l'étranger, si de l'avis unanime et définitif du gérant unique ou en cas de pluralité du conseil de gérance, des circonstances exceptionnelles le requièrent.

Art. 10. Vérification des comptes. Si le nombre des associés est supérieur à vingt cinq, les opérations de la Société sont contrôlées par un ou plusieurs commissaires aux comptes conformément à l'article 200 de la Loi, lequel ne requiert

pas qu'il(s) soi(en)t associé(s). S'il y a plus d'un commissaire, les commissaires aux comptes doivent agir en collège et former le conseil de commissaires aux comptes.

Art. 11. Exercice social - Comptes annuels.

11.1 - Exercice Social

L'année sociale commence le premier janvier et se termine le trente et un décembre de chaque année.

11.2 - Comptes Annuels

11.2.1 A la fin de chaque exercice social, le gérant unique ou en cas de pluralité de gérants, le conseil de gérance dresse un inventaire (indiquant toutes les valeurs des actifs et des passifs de la Société) ainsi que le bilan, le compte de pertes et profits, lesquels apporteront les renseignements relatifs aux charges résultant des amortissements nécessaires.

11.2.2 Chaque associé pourra personnellement ou par le biais d'un agent nommé à cet effet, examiner, au siège social de la Société, l'inventaire susmentionné, le bilan, le compte de pertes et profits et le cas échéant le rapport du ou des commissaire(s) établi conformément à l'article 200 de la Loi.

Art. 12. Distribution des profits.

12.1 Les profits bruts de la Société repris dans les comptes annuels, après déduction des frais généraux, amortissements et charges, constituent le bénéfice net.

12.2 Sur le bénéfice net, il est prélevé cinq pour cent (5%) pour la constitution d'un fonds de réserve jusqu'à, et aussi longtemps que celui-ci atteigne dix pour cent (10%) du capital social.

12.3 Le solde des bénéfices nets peut être distribué au(x) associé(s) en proportion de leur participation dans le capital de la Société.

Art. 13. Dissolution - Liquidation.

13.1 La Société ne sera pas dissoute par suite du décès, de la suspension des droits civils, de l'insolvabilité ou de la faillite de l'associé unique ou d'un des associés.

13.2 Sauf dans le cas d'une dissolution par décision judiciaire, la dissolution de la Société ne peut se faire que sur décision adoptée par l'assemblée générale des associés dans les conditions exigées pour la modification des Statuts.

13.3 Au moment de la dissolution de la Société, la liquidation sera effectuée par un ou plusieurs liquidateurs, associés ou non, nommés par les associés qui détermineront leurs pouvoirs et rémunération.

Art. 14. Référence à la loi. Pour tous les points non expressément prévus aux présents Statuts, il est fait référence aux dispositions de la Loi.

Art. 15. Modification des statuts. Les présents Statuts pourront être à tout moment modifiés par l'assemblée des associés selon le quorum et conditions de vote requis par les lois du Grand - Duché de Luxembourg.

Dispositions transitoires

Le premier exercice social débutera à la date de constitution et se terminera le 31 Décembre 2012.

Souscription

Les Statuts ainsi établis, la partie a comparu déclarent souscrire le capital comme suit:

Souscripteur	Nombre de parts sociales	Montant souscrit (USD)	% du capital social
CL Acquisition Holdings Limited, préqualifié	6.500.000	65.000	100%
TOTAL	6.500.000	65.000	100%

Toutes les parts ont été intégralement libérées par des versements en numéraire de sorte que le montant de 65.000 USD (soixante-cinq mille Dollars américain) se trouve dès maintenant à la disposition de la Société, ce dont il a été justifié au notaire instrumentant.

Frais

Les frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à sa charge en raison de sa constitution sont estimés à environ EUR 1.200,-.

Résolution des associés

1. La Société est administrée par les gérants suivants pour une période indéterminée:

a. Mme Emanuela Brero, employée privée, née le 25 mai 1970 en Bra (Italie) ayant son adresse professionnelle à 20, avenue Monterey, L-2163 Luxembourg, Grand-duché de Luxembourg;

b. Mr Manuel Mouget, employé privé, née le 6 janvier 1977 à Messancy (Belgique), ayant son adresse professionnelle à 20, avenue Monterey, L-2163 Luxembourg, Grand-duché de Luxembourg;

Extrait sincère et conforme

Référence de publication: 2012103260/16.

(120140615) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Luxglobal Management S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1610 Luxembourg, 42-44, avenue de la Gare.
R.C.S. Luxembourg B 159.893.

Résolution de l'assemblée générale prise le 6 août 2012

L'Associé unique accepte, à compter de ce jour, de nommer deux gérants, à savoir:

- Madame Valérie ALBANTI, gestionnaire de sociétés, née le 3 mai 1972 à Metz (France), domiciliée professionnellement au 42-44, avenue de la gare L-1610 Luxembourg
- Madame Fanny MARX, gestionnaire de sociétés, née le 5 octobre 1976 à Thionville (France), domiciliée professionnellement au 42-44, avenue de la gare L-1610 Luxembourg

Luxglobal Trust Services S.A.

Associé unique

Référence de publication: 2012103261/16.

(120141134) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Lacore S.A., Société Anonyme.

Siège social: L-6630 Wasserbillig, 40-42, Grand-rue.
R.C.S. Luxembourg B 143.735.

Les comptes annuels au 31.12.2011 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: 2012103262/10.

(120140924) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Marine Investment Luxembourg S.à.r.l., Société à responsabilité limitée.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.
R.C.S. Luxembourg B 116.789.

Les comptes annuels au 31/12/2011 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.

Luxembourg, le 09 août 2012.

Marine Investment Luxembourg S.à .r.l.

Un mandataire

Référence de publication: 2012103294/12.

(120141605) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Leoni-Els s.à.r.l., Société à responsabilité limitée.

Siège social: L-9051 Ettelbruck, 98, Grand-rue.
R.C.S. Luxembourg B 98.504.

Les comptes annuels au 31 décembre 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: 2012103268/10.

(120140707) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

L.W.A. Financial Engineering SPF, S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1724 Luxembourg, 19-21, boulevard du Prince Henri.

R.C.S. Luxembourg B 165.775.

L'an deux mil douze, le premier jour d'août.

Par devant Maître Paul BETTINGEN, notaire de résidence à Niederanven,

S'est réunie:

L'assemblée générale extraordinaire de l'actionnaire unique de la société anonyme L.W.A. FINANCIAL ENGINEERING SPF, S.A. avec siège social au 19-21 boulevard du Prince Henri, L-1724 Luxembourg, immatriculée au registre de commerce et des sociétés de Luxembourg sous la section B et le numéro 165775, constituée suivant acte reçu par le notaire instrumentant en date du 15 décembre 2011, publié au Mémorial, Recueil des Sociétés et Associations C numéro 349 du 9 février 2012 (la "Société").

Les statuts de la Société ont été modifiés suivant acte reçu par le notaire instrumentant en date du 19 juin 2012, publié au Mémorial, Recueil des Sociétés et Associations C numéro 1844 du 24 juillet 2012.

L'assemblée est ouverte sous la présidence de Madame Sara PERNET, employée privée, demeurant professionnellement au 19-21 boulevard du Prince Henri, L-1724 Luxembourg,

qui désigne comme secrétaire Madame Sophie MATHOT employée privée, demeurant professionnellement à Sennengerberg.

L'assemblée choisit comme scrutateur Madame Sara PERNET, précitée.

Le bureau ainsi constitué, le Président expose et prie le notaire instrumentant d'acter:

I. Que la présente assemblée générale extraordinaire a pour ordre du jour:

1.- Augmentation du capital social de son montant de EUR 1.700.000 (un million sept cent mille euros) au montant de EUR 2.070.000(deux millions soixante-dix mille euros) par l'émission de 37 nouvelles actions d'une valeur nominale de EUR 10.000 chacune, ayant les mêmes droits et obligations que les actions existantes.

2.- Souscription des nouvelles actions par l'actionnaire unique de la Société et libération intégrale en espèces.

3.- Modification de l'article 5 §1 des statuts qui aura la teneur suivante: «Le capital souscrit est fixé à deux millions soixante-dix mille euros (EUR 2.070.000) représenté par deux cent sept (207) actions d'une valeur nominale de dix mille euros (EUR 10.000) chacune.»

4.- Divers

II. Que l'actionnaire unique présent ou représenté, le mandataire de l'actionnaire unique représenté, ainsi que le nombre d'actions qu'il détient sont indiqués sur une liste de présence; cette liste de présence, après avoir été signée par l'actionnaire unique présent ou le mandataire de l'actionnaire unique représenté, a été contrôlée et signée par les membres du bureau.

Restera annexée aux présentes la procuration de l'actionnaire unique représenté, après avoir été paraphée „ne va rietur“ par les comparants.

III. Que l'intégralité du capital social étant présente ou représentée à la présente assemblée, il a pu être fait abstraction des convocations d'usage, l'actionnaire unique présent ou représenté se reconnaissant dûment convoqué et déclarant par ailleurs avoir eu connaissance de l'ordre du jour qui lui a été communiqué au préalable.

IV. Que la présente assemblée, réunissant l'intégralité du capital social, est régulièrement constituée et peut délibérer valablement, telle qu'elle est constituée, sur les points portés à l'ordre du jour.

L'assemblée générale, après avoir délibéré, prend, à l'unanimité des voix, les résolutions suivantes:

Première et Deuxième résolutions

L'assemblée générale décide à l'unanimité d'augmenter le capital souscrit de la Société d'un montant de EUR 370.000 (trois cent soixante dix mille euros) pour porter le capital social de la Société de son montant actuel de EUR 1.700.000 (un million sept cent mille euros) au montant de EUR 2.070.000 (deux millions soixante-dix mille euros) par l'émission de 37 (trente-sept) nouvelles actions d'une valeur nominale de EUR 10.000 (dix mille euros) chacune, ayant les mêmes droits et obligations que les actions existantes.

Souscription - Libération

Toutes les nouvelles actions sont souscrites à l'instant par l'actionnaire unique de la Société ICS (OVERSEAS) LIMITED, une société de droit anglais, avec siège social au 80, Strafford Gate Potters Bar, Hertfordshire EN61PG, enregistrée auprès de Companies House sous le numéro 07687461 ici représentée par Madame Sara PERNET, précitée en vertu d'une procuration donnée sous seing privé comme indiqué ci-avant qui déclare souscrire les 37 (trente-sept) actions nouvellement émises et les libérer intégralement par un apport en espèces s'élevant à EUR 370.000 (trois cent soixante-dix mille euros).

Toutes les actions sont libérées en espèces de sorte que le montant d'EUR 370.000 (trois cent soixante-dix mille euros) est à la disposition de la Société ainsi qu'il en a été justifié au notaire instrumentant au moyen d'un certificat bancaire.

Troisième résolution

En conséquence des résolutions qui précèdent, l'assemblée décide de modifier l'article 5 §1 des statuts, lequel aura désormais la teneur suivante:

Art. 5. §1. Le capital souscrit est fixé à deux millions soixante-dix mille euros (EUR 2.070.000) représenté par deux cent sept (207) actions d'une valeur nominale de dix mille euros (EUR 10.000) chacune.

Toutes les résolutions qui précèdent ont été prises chacune séparément et à l'unanimité des voix.

L'ordre du jour étant épuisé, le Président prononce la clôture de l'assemblée.

Déclaration

Le notaire soussigné déclare conformément aux dispositions de l'Article 32-1 de la loi coordonnée sur les sociétés que les conditions requises pour l'augmentation de capital, telles que contenues à l'Article 26, tel que modifié ont été remplies.

Pouvoirs

Les comparants, agissant dans un intérêt commun, donnent par la présente pouvoir à tout clerc et/ou employé de l'étude du notaire soussigné, agissant individuellement, pour rédiger et signer tout acte de modification (faute(s) de frappe(s)) au présent acte.

Frais

Les frais, dépenses et rémunérations quelconques, incomptant à la Société et mis à sa charge en raison des présentes, s'élèvent approximativement à la somme de mille sept cents euros (EUR 1.700).

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

Et après lecture faite et interprétation donnée de tout ce qui précède à l'assemblée et aux membres du bureau, tous connus du notaire instrumentaire par leurs noms, prénoms, états et demeures, ces derniers ont signé avec Nous notaire le présent acte.

Signé: Sara Pernet, Sophie Mathot, Paul Bettingen.

Enregistré à Luxembourg, A.C., le 01 août 2012. LAC / 2012 / 36788. Reçu 75.-

Le Receveur (signé): Irène Thill.

- Pour copie conforme Délivrée à la société aux fins de publication au Mémorial, Recueil des Sociétés et Associations.

Senningerberg, le 9 août 2012.

Référence de publication: 2012103250/87.

(120141215) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Big Bay Consult S.A., Société Anonyme.

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

R.C.S. Luxembourg B 157.472.

Remplace la première version enregistrée sous le N° L120135066 le 01.08.2012.

Extrait de la résolution écrite de l'associé unique prise en date du 13 juin 2012

Le 13 juin 2012, l'associé unique de la Société BIG BAY CONSULT S.A. (ci-après dénommée «la Société») a pris la résolution suivante:

L'associé unique décide de révoquer la société Veridice S.à r.l., ayant son siège social à L-1330 Luxembourg, 48, boulevard Grande-Duchesse Charlotte, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, numéro 154.843, de son mandat de Commissaire aux comptes avec effet au 19 janvier 2012. Il décide de nommer la société «Concilium S.à r.l.», ayant son siège social à L-1330 Luxembourg, 34A, boulevard Grande-Duchesse Charlotte, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, numéro 161.634, comme Commissaire aux comptes de la Société, avec effet au 19 janvier 2012, jusqu'à l'issue de l'assemblée générale annuelle qui se tiendra en l'an 2018.

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

Luxembourg, le 13 juin 2012.

BIG BAY CONSULT S.A.

Référence de publication: 2012103718/21.

(120141808) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 août 2012.

Orange Mountain S.à.r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1528 Luxembourg, 11-13, boulevard de la Foire.
R.C.S. Luxembourg B 108.450.

Les comptes annuels au 31 décembre 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.

Luxembourg, le 8 août 2012.

LUXROYAL MANAGEMENT S.A.

Gérant

Représenté par Stéphane HEPINEUZE

Administrateur Délégué

Référence de publication: 2012103369/14.

(120141003) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Hatton Assets Management S.à r.l., Société à responsabilité limitée.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.
R.C.S. Luxembourg B 136.111.

IN THE YEAR TWO THOUSAND TWELVE,
ON THE SECOND DAY OF AUGUST.

Before Maître Cosita DELVAUX, notary residing in Redange-sur-Attert (Grand Duchy of Luxembourg),

there appeared:

1. Mr Victor Eduardo Valenzuela Goudie, company director, born on 8 April 1950 in Serena (Chile), residing in Juan Ramon Jiménez 8, 28036 Madrid, Spain,

duly represented by Mr Murad IKHTIAR, company director, residing professionally at 2, avenue Charles de Gaulle, L-1653 Luxembourg, by virtue of a proxy given under private seal on 2 August, 2012.

2. Mr Christian Arturo Barrios Marchant, company director, born on 13 January 1956 in Santiago (Chile), residing in Avenida de la Vega 1, Ed. 1, Planta 2a Oeste, 28108 Alcobendas, Spain,

duly represented by Mr Murad IKHTIAR, prenamed, by virtue of a proxy given under private seal on 2 August, 2012.

Said proxies, signed "ne varietur" by the proxyholder of the appearing parties and the undersigned notary, will remain annexed to the present deed for the purpose of registration.

The appearing parties, represented as stated hereabove, request the undersigned notary to enact the following:

- That the company HATTON ASSETS MANAGEMENT S.à r.l., with registered office at 2, avenue Charles de Gaulle, L-1653 Luxembourg, registered with the Luxembourg Trade and Companies Register at section B under number 136111, was incorporated on 30 January 2008 by deed of Me Jean-Joseph WAGNER, notary residing in Sanem, published in the Mémorial C, Recueil des Sociétés et Associations number 596 of 10 March 2008, (the "Company");

- That the corporate capital of the Company is held as follows:

* Mr Victor Eduardo Valenzuela Goudie: 63 corporate units,

* Mr Christian Arturo Barrios Marchant: 63 corporate units.

All this being declared, the appearing parties holding one hundred percent (100%) of the corporate capital of the Company, represented as stated hereabove, take the following resolutions:

First resolution

In compliance with the law of August 10, 1915 on commercial companies, as amended, it is decided to dissolve the Company and to put it into liquidation as from today.

Second resolution

As a consequence of the above taken resolution, it is decided to appoint as liquidator:

BDO Tax & Accounting, with registered office in L-1653 Luxembourg, 2, avenue Charles de Gaulle, R.C.S. Luxembourg B147571.

The liquidator has the broadest powers as provided for by Articles 144 to 148 bis of the law of August 10, 1915 on commercial companies, as amended.

He may accomplish all the acts provided for by Article 145 without requesting the authorization of the shareholders in the cases in which it is requested.

He may exempt the registrar of mortgages to take registration automatically; renounce all the real rights, preferential rights, mortgages, actions for rescission; remove the attachment, with or without payment of all the preferential or mortgaged registrations, transcriptions, attachments, oppositions or other impediments.

The liquidator is relieved from inventory and may refer to the accounts of the Company.

He may, under his responsibility, for special or specific operations, delegate to one or more proxies such part of his powers he determines and for the period he will fix.

Declaration

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

WHEREOF, the present notarial deed was drawn up in Luxembourg, on the day indicated at the beginning of this document.

The document having been read to the proxy holder of the appearing parties, known to the notary by his surname, Christian name, civil status and residence, he signed together with us, Notary, the present original deed.

Suit la traduction en langue française du texte qui précède

L'AN DEUX MILLE DOUZE, LE DEUX AOÛT.

Par-devant Maître Cosita DELVAUX, notaire de résidence à Redange-sur-Attert (Grand-Duché de Luxembourg),

ont comparu:

1. Monsieur Victor Eduardo Valenzuela Goudie, administrateur de société, né le 8 avril 1950 à Serena (Chili), demeurant Juan Ramon Jiménez 8, 28036 Madrid, Espagne,

ici représenté par Monsieur Murad IKHTIAR, administrateur de société, domicilié professionnellement au 2, avenue Charles de Gaulle, L-1653 Luxembourg, en vertu d'une procuration donnée sous seing privé le 02 août 2012,

2. Monsieur Christian Arturo Barrios Marchant, administrateur de société, né le 13 janvier 1956 à Santiago (Chili), demeurant Avenida de la Vega 1, Ed. 1, Planta 2a Oeste, 28108 Alcobendas, Espagne,

ici représenté par Monsieur Murad IKHTIAR, prénommé, en vertu d'une procuration donnée sous seing privé le 02 août 2012.

Lesquelles procurations resteront, après avoir été signées "ne varietur" par le mandataire des comparants et le notaire instrumentant, annexées au présent acte pour être formalisées avec celui-ci.

Lesquels comparants, représentés comme dit ci-avant, requièrent le notaire instrumentant d'acter ce qui suit:

- Que la société HATTON ASSETS MANAGEMENT S.à r.l., ayant son siège social au 2, avenue Charles de Gaulle, L-1653 Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg à la section B sous le numéro 136111, a été constituée en date du 30 janvier 2008 suivant un acte reçu par Me Jean-Joseph WAGNER, notaire de résidence à Sanem, publié au Mémorial C, Recueil des Sociétés et Associations numéro 596 du 10 mars 2008, (la «Société»);

- Que le capital de la Société est détenu comme suit:

* Monsieur Victor Eduardo Valenzuela Goudie: 63 parts sociales,

* Monsieur Christian Arturo Barrios Marchant: 63 parts sociales.

Tout ceci ayant été déclaré, les comparants, représentés comme dit ci-avant, détenant cent pour-cent (100%) du capital de la Société, prennent les résolutions suivantes:

Première résolution

Conformément à la loi du 10 août 1915 concernant les sociétés commerciales, telle qu'elle a été modifiée, il est décidé de dissoudre la Société et de la mettre en liquidation à compter de ce jour.

Seconde résolution

Suite à la résolution qui précède, il est décidé de nommer en qualité de liquidateur:

BDO Tax & Accounting, ayant son siège social à L-1653 Luxembourg, 2, avenue Charles de Gaulle, R.C.S. Luxembourg B147571.

Le liquidateur a les pouvoirs les plus étendus prévus par les articles 144 à 148 bis de la loi du 10 août 1915 concernant les sociétés commerciales, telle qu'elle a été modifiée.

Il peut accomplir tous les actes prévus à l'article 145 sans devoir recourir à l'autorisation des actionnaires dans les cas où elle est requise.

Il peut dispenser le conservateur des hypothèques de prendre inscription d'office; renoncer à tous droits réels, priviléges, hypothèques, actions résolutoires; donner mainlevée, avec ou sans paiement de toutes inscriptions privilégiées ou hypothécaires, transcriptions, saisies, oppositions ou autres empêchements.

Le liquidateur est dispensé de l'inventaire et peut se référer aux comptes de la Société.

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Il peut, sous sa responsabilité, pour des opérations spéciales ou déterminées, déléguer à un ou plusieurs mandataires telle partie de ses pouvoirs qu'il détermine et pour la durée qu'il fixera.

Déclaration

Le notaire soussigné qui comprend et parle l'anglais, constate qu'à la demande des comparants, le présent acte est rédigé en langue anglaise suivi d'une traduction en français. Sur demande des mêmes comparants et en cas de divergences entre le texte anglais et le texte français, la version anglaise prévaudra.

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

Et après lecture faite au mandataire des comparants, connu du notaire instrumentaire par ses nom, prénom usuel, état et demeure, il a signé avec Nous notaire le présent acte.

Signé: M. IKHTIAR, C. DELVAUX.

Enregistré à Redange/Attert, le 06 août 2012. Relation: RED/2012/1059. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): T. KIRSCH.

POUR EXPEDITION CONFORME, délivrée aux fins de dépôt au Registre de Commerce et des Sociétés de Luxembourg et aux fins de publication au Mémorial C, Recueil des Sociétés et Associations.

Redange-sur-Attert, le 08 août 2012.

Me Cosita DELVAUX.

Référence de publication: 2012103155/110.

(120140931) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Licorne S.A., Société Anonyme.

Siège social: L-8049 Strassen, 2, rue Marie Curie.

R.C.S. Luxembourg B 106.655.

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: 2012103271/9.

(120141615) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Licorne S.A., Société Anonyme.

Siège social: L-8049 Strassen, 2, rue Marie Curie.

R.C.S. Luxembourg B 106.655.

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: 2012103272/9.

(120141616) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Checkfree Solutions S.A., Société Anonyme.

Siège social: L-8399 Windhof (Koerich), 4, rue d'Arlon.

R.C.S. Luxembourg B 81.879.

Extrait des résolutions prises par voie circulaire du conseil d'administration de la société le 7 août 2012

Il résulte des résolutions prises par voie circulaire du Conseil d'Administration de la Société le 7 août 2012 que (traduction libre):

«Première résolution

Le Conseil d'Administration décide à l'unanimité d'accepter, avec effet au 16 juillet 2012, la lettre de démission de Madame Emmanuelle RESSMANN du 16 juillet 2012 en tant que mandataire délégué à la gestion journalière.

Seconde résolution

Le Conseil d'Administration décide à l'unanimité de nommer, avec effet rétroactif au 16 juillet 2012 et pour une durée indéterminée, Monsieur Daniel [...] STORMS, né à Deurne (Ant) Belgique, le 1^{er} juin 1963, demeurant à L-9464 Stolzembourg, 8, rue Klangberg en tant que mandataire délégué à la gestion journalière de la Société.

Troisième résolution

Le Conseil d'Administration décide à l'unanimité de déléguer la gestion journalière de la Société à Monsieur Daniel STORMS avec le pouvoir de représenter et d'engager sous sa seule signature tout acte touchant la gestion journalière

de la Société. La signature de Monsieur Daniel STORMS sera obligatoire en vu d'engager la Société à l'égard des tiers dans le cadre de cette délégation de pouvoir.»

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

Luxembourg, le 10 août 2012.

Pour la société

Signature

Un mandataire

Référence de publication: 2012103736/27.

(120141796) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 août 2012.

Little Madison S.à r.l., Société à responsabilité limitée.

Siège social: L-4011 Esch-sur-Alzette, 5-7, rue de l'Alzette.

R.C.S. Luxembourg B 85.976.

Les comptes annuels au 31.12.2011 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.

Référence de publication: 2012103276/9.

(120141218) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Logan Investment S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 61.470.

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.

Luxembourg, le 09 août 2012.

Pour: LOGAN INVESTMENT S.A.

Société anonyme

Expertia Luxembourg

Société anonyme

Mireille Wagner / Isabelle Marechal-Gerlaxhe

Référence de publication: 2012103279/15.

(120141192) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Orion Immobilien Saiph S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 114.986.

Extrait des résolutions de l'associé unique d'Orion Immobilien Saiph S.à r.l. du 27 juin 2012

L'associé unique décide de nommer pour un nouveau mandat avec effet immédiat les cinq personnes suivantes comme gérants de la société pour une durée maximale de six ans:

- Monsieur Nicolas Brimeyer, gérant, demeurant 15, rue Michel Lentz, L-1928 Luxembourg (Grand Duché de Luxembourg);

- Monsieur Christopher Jenner, gérant, demeurant 57a, rue John Grün, L-5519 Mondorf-lès-Bains (Grand Duché de Luxembourg);

- Monsieur Anthony Halligan, gérant, demeurant 43, Cambridge Road, West Wimbledon, Londres SW20 0QB (Royaume-Uni);

- Monsieur Olivier de Nervaux, gérant, demeurant 42, boulevard de la Tour Maubourg, 75007 Paris (France);

- Monsieur Ronald W. de Koning, gérant, demeurant 31, Dorpstraat, 2445 AJ Aarlanderveen (Pays-Bas).

Le conseil de gérance se compose dès lors comme suit:

- Monsieur Nicolas Brimeyer, gérant, demeurant 15, rue Michel Lentz, L-1928 Luxembourg (Grand Duché de Luxembourg);

- Monsieur Christopher Jenner, gérant, demeurant 57a, rue John Grün, L-5519 Mondorf-lès-Bains (Grand Duché de Luxembourg);

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- Monsieur Anthony Halligan, gérant, demeurant 43, Cambridge Road, West Wimbledon, Londres SW20 0QB (Royaume-Uni);

- Monsieur Olivier de Nervaux, gérant, demeurant 42, boulevard de la Tour Maubourg, 75007 Paris (France);

- Monsieur Ronald de Koning, gérant, demeurant 31, Dorpstraat, 2445 AJ Aarlanderveen (Pays-Bas).

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

Pour Orion Immobilien Saiphi S.à r.l.

Référence de publication: 2012103374/30.

(120141142) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Losca International S.à r.l., Société à responsabilité limitée.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 131.097.

Les comptes annuels au 31 décembre 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.

Pour LOSCA INTERNATIONAL S. à r.l.

Intertrust (Luxembourg) S.A.

Référence de publication: 2012103284/11.

(120141041) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Méridiam Infrastructure Finance S.à r.l., Société à responsabilité limitée.

Siège social: L-2520 Luxembourg, 5, allée Scheffer.

R.C.S. Luxembourg B 116.694.

Les comptes annuels au 31 décembre 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.

Pour Meridiam Infrastructure Finance S.à.r.l.

Caceis Bank Luxembourg

Référence de publication: 2012103289/11.

(120141328) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

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

Siège social: L-4024 Esch-sur-Alzette, 241, route de Belval.

R.C.S. Luxembourg B 115.310.

L'an deux mille douze.

Le dix juillet.

Pardevant Maître Francis KESSELER, notaire de résidence à Esch/Alzette.

A COMPARU

Monsieur Rogerio Alexandre DE JESUS GONCALVES PEREIRA, artisan, né à Porto Alexandre (Angola), le 16 avril 1961, demeurant à L-4735 Pétange, 82, rue Jean-Baptiste Gillardin.

Lequel comparant déclare être le seul associé de la société à responsabilité limitée LUXION S. à r.l., avec siège social à L-1466 Luxembourg, 6, rue Jean Engling,

inscrite au Registre de Commerce et des Sociétés à Luxembourg sous le numéro B 115.310,

constituée aux termes d'un acte reçu par Maître Roger ARRENSDORF, notaire de résidence à Mondorf-les-Bains, en date du 22 mars 2006, publié au Mémorial C numéro 1180 du 17 juin 2006,

dont les statuts ont été modifiés en dernier lieu aux termes d'un acte reçu par Maître Jean SECKLER, notaire de résidence à Junglinster, en date du 18 février 2010, publié au Mémorial C numéro 825 du 21 avril 2010,

dont le capital social est de douze mille six cents Euros (12.600,EUR), représenté par trois cents (300) parts sociales de quarante-deux euros (42,EUR) chacune.

Lequel comparant prie le notaire instrumentant de documenter ce qui suit:

Monsieur Rogerio Alexandre DE JESUS GONCALVES PEREIRA, prénommé, déclare céder CENT VINGT (120) parts sociales à Monsieur Marco Paulo VITORINO CHITAS, électricien, né à Benavente (Portugal), le 23 janvier 1980, demeurant à L-4304 Esch/Alzette, 32, rue Renaudin, ici présent, ce acceptant, au prix de cinq mille quarante euros (€ 5.040,-).

Le prix de vente est réglé entre les parties et en dehors de la présence du notaire.

Monsieur Rogerio Alexandre DE JESUS GONCALVES PEREIRA, prénommé, gérant de la société, déclare accepter cette cession de parts au nom de la société, de sorte qu'une notification à la société, conformément à l'article 1690 du Code Civil n'est plus nécessaire.

Suite à cette cession de parts, les parts sociales sont détenues comme suit:

1) Monsieur Rogerio Alexandre DE JESUS GONCALVES PEREIRA, prénommé, CENT QUATRE-VINGT PARTS SOCIALES	180
2) Monsieur Marco Paulo VITORINO CHITAS, prénommé, CENT VINGT PARTS SOCIALES	120
TOTAL: TROIS CENTS PARTS SOCIALES	<u>300</u>

Ensuite les associés se considérant comme réuni en assemblée générale extraordinaire prient le notaire instrumentant de documenter les résolutions suivantes:

1) Monsieur Rogerio Alexandre DE JESUS GONCALVES PEREIRA, prénommé, exerçant actuellement la qualité de gérant de la société est nommé pour le futur gérant technique.

2) Monsieur Marco Paulo VITORINO CHITAS, prénommé, est nommé gérant administratif de la société.

3) La société est engagée en toutes circonstances par la signature conjointe des deux gérants.

4) Le siège social est transféré de son adresse actuelle à L-4024 Esch/Alzette, 241, route de Belval.

Suite à cette décision, le premier alinéa de l'article quatre (4) des statuts a dorénavant la teneur suivante:

Art. 4. 1^{er} alinéa. Le siège social est fixé à Esch/Alzette.

DONT ACTE, fait et passé à Esch/Alzette, en l'étude, date qu'en tête des présentes.

Et après lecture faite et interprétation donné aux comparants, ils ont signé avec Nous notaire le présent acte.

Signé: De Jesus Gonçalves Pereira, Vitorino Chitas, Kesseler.

Enregistré à Esch/Alzette Actes Civils, le 13 juillet 2012. Relation: EAC/2012/9378. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): Santioni A.

POUR EXPEDITION CONFORME.

Référence de publication: 2012103286/51.

(120141390) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Maestrale Projects (Holding) S.A., Société Anonyme.

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

R.C.S. Luxembourg B 116.388.

EXTRAIT

L'assemblée générale ordinaire réunie à Luxembourg le 09 août 2012 a pris acte de la démission de Monsieur Carlo Durante de sa fonction d'administrateurs.

Est appellé au fonction d'administrateurs en son remplacement;

- Madame Florence Duval, née à Port-au-Prince, Haïti, le 25 mai 1977, domiciliée à I-20123 Milan, Corso Magenta 32, Italie.

Son mandat prendra fin à l'issue de l'assemblée générale annuelle qui se tiendra en l'an 2017.

Pour extrait conforme

Référence de publication: 2012103290/15.

(120141017) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Maestrale Projects (Holding) S.A., Société Anonyme.

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

R.C.S. Luxembourg B 116.388.

Les comptes annuels au 31 décembre 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.

Référence de publication: 2012103291/9.

(120141018) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

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

Siège social: L-2420 Luxembourg, 24, avenue Emile Reuter.
R.C.S. Luxembourg B 128.031.

Ce document remplace le dépôts L 120139281

Les comptes annuels au 31.12.2011 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: 2012103295/11.

(120141083) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Meridiam Infrastructure A2 S.à r.l., Société à responsabilité limitée.

Siège social: L-2520 Luxembourg, 5, allée Scheffer.
R.C.S. Luxembourg B 138.613.

Les comptes annuels au 31 décembre 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.

Pour Meridiam Infrastructure A2 SARL

CACEIS Bank Luxembourg

Référence de publication: 2012103297/11.

(120141327) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Luxon S.A., Société Anonyme.

Siège social: L-8010 Strassen, 224, route d'Arlon.
R.C.S. Luxembourg B 142.276.

L'an deux mil douze, le dix-huitième jour de juillet.

Par devant Maître Paul BETTINGEN, notaire de résidence à Niederanven.

S'est réunie:

L'assemblée générale extraordinaire des actionnaires de la société anonyme „LUXON S.A.“, avec siège social L-8064 Bertrange, 57, Cité Millewee, inscrite au Registre du Commerce de Luxembourg sous la section B et le numéro 142.276, constituée suivant acte reçu par Maître Léon Thomas dit Tom Metzler, notaire de résidence à Luxembourg, en date du 30 septembre 2008, publié au Mémorial C, Recueil Spécial des Sociétés et Associations C numéro 2626 le 28 octobre 2008.

L'assemblée est ouverte sous la présidence de Madame Sylvie Ramos, employée privée, demeurant professionnellement à Senningerberg.

Le Président désigne comme secrétaire Monsieur Jean-Pierre Dias, employé privé, demeurant professionnellement à Senningerberg.

L'assemblée choisit comme scrutateur Madame Sophie Mathot, clerc de notaire, demeurant professionnellement à Senningerberg.

Le bureau ainsi constitué, le Président expose et prie le notaire instrumentant d'acter:

I.- Que la présente assemblée générale extraordinaire a pour ordre du jour:

1. Transfert du siège social de L-8064 Bertrange, 57, Cité Millewee, à L-8010 Strassen, 224, Route d'Arlon.

2. Modification de la première phrase de l'article 2 des statuts.

3. Divers.

II.- Que les actionnaires présents ou représentés, les mandataires des actionnaires représentés, ainsi que le nombre d'actions qu'ils détiennent sont indiqués sur une liste de présence.

Resteront annexées aux présentes les procurations des actionnaires représentés, après avoir été paraphées „ne va-rietur“ par les comparants.

III.- Que tous les actionnaires étant présents, les convocations d'usage n'ont pas été adressées aux actionnaires

IV.- Que la présente assemblée, réunissant l'entièreté du capital social, est régulièrement constituée et peut délibérer valablement, telle qu'elle est constituée, sur les points portés à l'ordre du jour.

L'assemblée générale, après avoir délibéré, prend, à l'unanimité des voix, les résolutions suivantes:

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Première résolution

L'assemblée générale décide de transférer le siège social de L-8064 Bertrange, 57, Cité Millewee, à L-8010 Strassen, 224, Route d'Arlon.

Deuxième résolution

L'assemblée générale décide de modifier la première phrase de l'article 2 des statuts comme suit:

Art. 2. (première phrase). «Le siège social de la société est établi dans la commune de Strassen.»

L'ordre du jour étant épuisé, le président prononce la clôture de l'assemblée.

Pouvoirs

Les comparants, agissant dans un intérêt commun, donnent pouvoir à tous clercs et employés de l'Étude du notaire soussigné, à l'effet de faire dresser et signer tous actes rectificatifs éventuels des présentes.

Frais

Les frais, dépenses et rémunérations quelconques, incombant à la société et mis à sa charge en raison des présentes, s'élèvent approximativement à la somme de mille euros (1.000,-EUR).

Dont procès-verbal, passé à Senningerberg, les jours, mois et an qu'en tête des présentes.

Et après lecture faite et interprétation donnée aux comparants, tous connus du notaire par leurs noms, prénoms usuels, états et demeures, les comparants ont tous signé avec Nous, Notaire, le présent acte.

Signé: Sylvie Ramos, Jean-Pierre Dias, Sophie Mathot, Paul Bettingen.

Enregistré à Luxembourg, A.C., le 01 août 2012. LAC / 2012 /36715. Reçu 75.-

Le Receveur (signé): Irène Thill.

- Pour copie conforme - délivrée à la société aux fins de publication au Mémorial, Recueil des Sociétés et Associations.

Senningerberg, le 8 août 2012.

Référence de publication: 2012103287/55.

(120141004) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Mayhoola Lux S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-1724 Luxembourg, 41, boulevard du Prince Henri.

R.C.S. Luxembourg B 169.315.

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 9 août 2012.

Référence de publication: 2012103296/10.

(120141435) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Meridiam Infrastructure A2 West S.à r.l., Société à responsabilité limitée.

Siège social: L-2520 Luxembourg, 5, allée Scheffer.

R.C.S. Luxembourg B 146.420.

Les comptes annuels au 31 décembre 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.

Pour Meridiam Infrastructure A2 West SARL

CACEIS Bank Luxembourg

Référence de publication: 2012103298/11.

(120141326) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Meridiam Infrastructure A5 S.à r.l., Société à responsabilité limitée.

Siège social: L-2520 Luxembourg, 5, allée Scheffer.

R.C.S. Luxembourg B 145.062.

Les comptes annuels au 31 décembre 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.

Pour Meridiam Infrastructure A5 Sarl
Caceis Bank Luxembourg

Référence de publication: 2012103299/11.

(120141325) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

ACHM Global Hospitality Licensing S.à r.l., Société à responsabilité limitée.

Capital social: USD 13.500,00.

Siège social: L-2124 Luxembourg, 102, rue des Maraîchers.
R.C.S. Luxembourg B 157.487.

Extrait de la résolution de l'associé unique de la Société en date du 10 août 2012

En date du 10 août 2012, l'associé unique de la Société a pris les résolutions suivantes:

D'accepter la démission de:

- Monsieur Louis Johannes de Lange, en tant que gérant de la classe A, avec effet au 9 août 2012.

De nommer la personne suivante en tant que gérant de la classe A de la Société:

- Monsieur Pieter-Jan van der Meer, né le 30 décembre 1968 à Rotterdam, Pays-Bas, résidant professionnellement à 102, rue des Maraîchers, 2124 Luxembourg, Grand-Duché de Luxembourg, avec effet au 10 août 2012 et pour une durée indéterminée.

Depuis cette date, le conseil de gérance de la Société se compose des personnes suivantes:

Gérants de classe A:

Monsieur Philippe van den Avenne

Monsieur Pieter-Jan van der Meer

Monsieur Mark Bole

Gérants de classe B:

Monsieur Reiner Sachau

Monsieur Satyajit Anand

Monsieur Paul Harrison

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

Luxembourg, le 9 août 2012.

Global Hospitality Licensing S.à.r.l.

Référence de publication: 2012103670/28.

(120141821) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 août 2012.

Meridiam Infrastructure Finance II, Société à responsabilité limitée.

Siège social: L-2520 Luxembourg, 5, allée Scheffer.
R.C.S. Luxembourg B 149.218.

Les comptes annuels au 31 décembre 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.

Pour Meridiam Infrastructure Finance II Sarl

Caceis Bank Luxembourg

Référence de publication: 2012103300/11.

(120141323) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Meridiam Infrastructure Investments, Société à responsabilité limitée.

Siège social: L-2520 Luxembourg, 5, allée Scheffer.
R.C.S. Luxembourg B 149.595.

Les comptes annuels au 31 décembre 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.

Pour Meridiam Infrastructure Investments Sarl

Caceis Bank Luxembourg

Référence de publication: 2012103301/11.

(120141322) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

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Meridiam Infrastructure Slovakia S.à r.l., Société à responsabilité limitée.

Siège social: L-2520 Luxembourg, 5, allée Scheffer.

R.C.S. Luxembourg B 146.456.

Les comptes annuels au 31 décembre 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.

Pour Meridiam Infrastructure Slovakia S.à.r.l.

Caceis Bank Luxembourg

Référence de publication: 2012103302/11.

(120141324) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Marigo Europe S.à r.l., Société à responsabilité limitée.

Siège social: L-2613 Luxembourg, 1, place du Théâtre.

R.C.S. Luxembourg B 140.695.

Le Bilan au 31 décembre 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.

Luxembourg.

Signature.

Référence de publication: 2012103320/10.

(120140635) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Messino SA, Société Anonyme.

Capital social: EUR 31.000,00.

Siège social: L-1653 Luxembourg, 2-8, avenue Charles de Gaulle.

R.C.S. Luxembourg B 152.365.

Les documents complémentaires aux comptes annuels au 31 décembre 2011, précédemment déposés en date du 7 août 2012 sous la référence L120139217, 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 8 août 2012.

Amiirah Romjohn

Administrateur

Référence de publication: 2012103303/13.

(120140809) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Middlesex Residential S.à r.l., Société à responsabilité limitée.

Capital social: GBP 15.000,00.

Siège social: L-1931 Luxembourg, 13-15, avenue de la Liberté.

R.C.S. Luxembourg B 123.590.

Nous vous prions de bien vouloir prendre note du changement de siège social de l'associé unique de la Société Middlesex JV S.à r.l., de l'ancienne adresse 19, Rue de Bitbourg, L-1273 Luxembourg à la nouvelle adresse 13-15, Avenue de la Liberté, L-1931 Luxembourg et ce avec effet rétroactif au 31 mai 2012.

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

Luxembourg, le 9 août 2012.

Stijn Curfs

Mandataire

Référence de publication: 2012103304/15.

(120141263) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Middlesex Retail S.à r.l., Société à responsabilité limitée.

Capital social: GBP 15.000,00.

Siège social: L-1931 Luxembourg, 13-15, avenue de la Liberté.
R.C.S. Luxembourg B 123.416.

Nous vous prions de bien vouloir prendre note du changement de siège social de l'associé unique de la Société Middlesex JV S.à r.l., de l'ancienne adresse 19, Rue de Bitbourg, L-1273 Luxembourg à la nouvelle adresse 13-15, Avenue de la Liberté, L-1931 Luxembourg et ce avec effet rétroactif au 31 mai 2012.

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

Luxembourg, le 9 août 2012.

Stijn Curfs

Mandataire

Référence de publication: 2012103305/15.

(120141262) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Moventas International S.à r.l., Société à responsabilité limitée.

Siège social: L-2520 Luxembourg, 35, allée Scheffer.
R.C.S. Luxembourg B 124.343.

Les comptes annuels au 31 décembre 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.

Pour la société

Un mandataire

Référence de publication: 2012103313/11.

(120141420) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Maison Blanche, Société Civile Immobilière.

Siège social: L-1430 Luxembourg, 6, boulevard Pierre Dupong.
R.C.S. Luxembourg E 4.849.

STATUTS

L'an deux mille douze, le six août.

Par-devant Maître Jean SECKLER, notaire de résidence à Junglinster, (Grand-Duché de Luxembourg), soussigné.

ONT COMPARU:

1.- Monsieur Didier CHETRITE, Directeur Général de société, né à Constantine (Algérie), le 20 juin 1954, demeurant à F-75116 Paris, 51, Avenue Bugeaud

2.- Madame Evelyne MOYAL, Présidente de société, née à Rabat (Maroc), le 1^{er} juillet 1957, demeurant à F-75116 Paris, 51, Avenue Bugeaud,

3.- Monsieur Ylane CHETRITE, Directeur artistique, né à Paris (France), le 11 avril 1982, demeurant à F-92200 Neuilly-sur-Seine, 1416, Boulevard Maillot,

4.- Monsieur David-Sivan CHETRITE, Employé, né à Paris (France), le 6 octobre 1985, demeurant à F-75116 Paris, 51, Avenue Bugeaud

5.- Madame Ketzia CHETRITE, Etudiante, née à Paris (France), le 16 septembre 1990, demeurant à F-75116 Paris, 51, Avenue Bugeaud, et

6.- Monsieur Mickaël CHETRITE, Collégien, né à Paris (France), le 25 janvier 1999, demeurant à F-75116 Paris, 51, Avenue Bugeaud, ici représenté par ses deux administrateurs légaux Monsieur Didier CHETRITE et Madame Evelyne MOYAL.

Les comparants sub 1 -6 ici représentés par Maître Eyal GRUMBERG, avocat à la cour, demeurant professionnellement à Luxembourg, en vertu de procurations lui délivrées, lesquelles après avoir été signées «ne varietur» par le mandataire et le notaire instrumentant, resteront annexées aux présentes.

Lesquels comparants ont, par leur mandataire, requis le notaire instrumentant d'acter les statuts d'une société civile immobilière qu'ils déclarent constituer entre eux comme suit:

Art. 1^{er}. Il est formé une société civile immobilière régie par la loi de 1915 sur les sociétés commerciales et civiles, telle qu'elle a été modifiée par les lois subséquentes, et par les articles 1832 et suivants du code civil.

Art. 2. L'objet des sociétés sera:

- l'achat, la propriété et la gestion au travers de la location ou de la mise à la disposition au profit de ses associés ou de certains d'entre eux de tout bien immobilier;
- la prise de participation dans toute autre société civile immobilière, ou société d'attribution en propriété ou en jouissance;
- la gestion de toutes disponibilités qui appartiendront à la société et à cet effet, la souscription et l'acquisition de toutes valeurs cotées ou non, obligations ou parts de sociétés, que leur activité soit immobilière, commerciale, industrielle, financière, agricole ou autre, à la seule exception de celles qui conféreraient à leur propriétaire la qualité de commerçant;
- et plus généralement, toutes opérations, et notamment la vente des biens appartenant à la société, se rattachant directement ou indirectement à l'objet ci-dessus, pourvu que ces opérations ne modifient pas le caractère civil de la société.

Art. 3. La dénomination de la société est "Maison Blanche".**Art. 4.** Le siège social est établi dans la Ville de Luxembourg.

Il pourra être transféré en toute autre localité du Grand-Duché sur simple décision de l'assemblée générale.

Art. 5. La durée de la société est illimitée.

Elle pourra être dissoute par décision de l'assemblée générale statuant à l'unanimité des parts d'intérêts.

Art. 6. Le capital social est fixé à la somme de un million six cent mille euros (1.600.000,- EUR), divisé en cent soixante mille (160.000) parts d'intérêts de dix euros (10,- EUR) chacune.

En raison de leurs apports, il est attribué:

Associé	Numéros de parts d'intérêts	Parts en nue-propriété	Parts en usufruit	Parts en pleine propriété
1.- Didier CHETRITE	0001-2000			2.000
	4.001-23.500		19.500	
	43.001-62.500		19.500	
	82.001-101.500		19.500	
	121.001-140.500		19.500	
2.- Evelyne MOYAL	2001-4000			2.000
	23.501-43.000		19.500	
	62.501-82.000		19.500	
	101.501-121.000		19.500	
	140.501-160.000		19.500	
3.- Ylane CHETRITE	4.001-23.500	19.500		
	23.501-43.000	19.500		
4.- David-Sivan CHETRITE	43.001-62.500	19.500		
	62.501-82.000	19.500		
5.- Ketzia CHETRITE,	82.001-101.500	19.500		
	101.501-121.000	19.500		
6.- Mickaël CHETRITE	121.001-140.500	19.500		
	140.501-160.000	19.500		
Total:	160.000	156.000	156.000	4.000

La mise des associés ne pourra être augmentée que de leur accord unanime.

L'intégralité de l'apport devra être libérée sur demande du ou des gérants ou des associés. Les intérêts courrent à partir de la date de l'appel des fonds ou apports.

Il est expressément prévu que la titularité de chaque part représentative du capital souscrit pourra être exercée:

- soit en pleine propriété;
- soit en usufruit, par un associé dénommé "usufruitier" et en nue-propriété par un associé dénommé "nu-propriétaire".

Les droits attachés à la qualité d'usufruitier et conférés par chaque part sont déterminés ainsi qu'il suit:

- droits sociaux dans leur ensemble;
- droit de vote exclusif aux assemblées générales;
- droits aux dividendes;
- droit préférentiel de souscription des parts nouvelles en cas d'augmentation de capital;
- droit au boni de liquidation.

Les droits attachés à la qualité de nu-propriétaire et conférés par chaque part sont ceux qui sont déterminés par le droit commun, étant précisé que les nus-propriétaires participent aux assemblées, mais n'ont pas le droit d'y voter.

En cas de vente de l'usufruit ou de la nue-propriété, la valeur de l'usufruit ou de la nue-propriété sera déterminée:

a) par la valeur de la pleine propriété des parts établie en conformité avec les règles d'évaluation prescrites par la loi;

b) par les valeurs respectives de l'usufruit et de la nue-propriété conformément aux dixièmes forfaitaires fixés par les lois applicables au Grand-Duché de Luxembourg en matière d'enregistrement et de droits de succession.

Le prix de la cession sera intégralement perçu par les usufruitiers qui en disposeront librement dans le cadre d'un quasi-usufruit.

Art. 7. Les parts d'intérêts sont librement cessibles entre associés. Elles sont incessibles entre vifs ou pour cause de mort à des tiers non-associés sans l'accord des associés représentant 75% du capital en cas de cession entre vifs, respectivement sans l'accord unanime de tous les associés restants en cas de cession pour cause de mort.

En cas de transfert par l'un des associés de ses parts d'intérêts à un tiers les autres associés bénéficieront d'un droit de préemption sur ces parts, à un prix agréé entre associés ou, en cas de désaccord, à fixer par dire d'experts.

Le droit de préemption s'exercera par chaque associé proportionnellement à sa participation au capital social. En cas de renonciation d'un associé à ce droit de préemption, sa part profitera aux autres associés dans la mesure de leur quote-part dans le capital restant.

Par dérogation à ce qui précède, la cession est toujours libre aux descendants d'un associé en ligne directe.

Art. 8. La dissolution de la société n'est pas entraînée de plein droit par le décès, l'incapacité, la faillite ou la déconfiture d'un associé, ni par la cessation des fonctions ou la révocation d'un gérant, qu'il soit associé ou non.

Si les associés survivants n'exercent pas leur droit de préemption en totalité, la société continuera entre les associés et les héritiers de l'associé décédé.

Toutefois les héritiers de cet associé devront, sous peine d'être exclus de la gestion et des bénéfices jusqu'à régularisation, désigner dans les quatre mois du décès l'un d'eux ou un tiers qui les représentera dans tous les actes intéressant la société.

Art. 9. La société est administrée par un ou plusieurs gérants nommés et révocables à l'unanimité de tous les associés.

Art. 10. Le ou les gérants sont investis des pouvoirs les plus étendus pour agir en toutes circonstances au nom et pour compte de la société, y compris pour accomplir tout acte de disposition sur le patrimoine social.

La société se trouve valablement engagée à l'égard des tiers par la signature individuelle d'un gérant tant pour les actes d'administration que de disposition.

Art. 11. Le bilan est soumis à l'approbation des associés qui décident de l'emploi des bénéfices. En cas de distribution de bénéfices, les bénéfices sont répartis entre les associés en proportion de leurs parts d'intérêts.

Art. 12. Les engagements des associés à l'égard des tiers sont fixés conformément aux articles 1862, 1863 et 1864 du code civil. Les pertes et dettes de la société sont supportées par les associés en proportion du nombre de leurs parts dans la société.

Art. 13. L'assemblée des associés se réunit aussi souvent que les intérêts de la société l'exigent sur convocation d'un gérant ou sur convocation d'un des associés.

L'assemblée statue valablement sur tous les points de l'ordre du jour et ses décisions sont prises à la simple majorité des voix des associés présents ou représentés, chaque part donnant droit à une voix.

Toutefois les modifications aux statuts doivent être décidées à l'unanimité des associés ayant le droit de voter.

Art. 14. En cas de dissolution, la liquidation sera faite par le ou les gérants ou par les associés selon le cas, à moins que l'assemblée n'en décide autrement.

Disposition transitoire

Par dérogation, le premier exercice commence aujourd'hui et finira le 31 décembre 2012.

Assemblée générale extraordinaire

Et à l'instant les comparants, représentant l'intégralité du capital social, se sont réunis en assemblée générale extraordinaire à laquelle ils se reconnaissent comme dûment convoqués, et après avoir constaté que celle-ci était régulièrement constituée, ils ont pris les résolutions suivantes:

1.- Est nommé aux fonctions de gérante unique pour une durée indéterminée:

Madame Evelyne MOYAL, Présidente de société, née à Rabat (Maroc), le 1^{er} juillet 1957, demeurant à F-75116 Paris, 51, Avenue Bugeaud.

2.- Vis-à-vis de tiers la société est valablement engagée et représentée par la signature individuelle de la gérante unique.

3.- L'adresse du siège social est établie à L-1430 Luxembourg, 6, boulevard Pierre Dupong.

107614

Frais

Les parties ont évalué 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 de sa constitution, à environ 2.400,- EUR.

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

Et après lecture faite et interprétation donnée aux comparants, connus du notaire par noms, prénoms usuels, états et demeures, ils ont tous signé avec Nous notaire le présent acte.

Signé: Eyal GRUMBERG, Jean SECKLER.

Enregistré à Grevenmacher, le 8 août 2012. Relation GRE/2012/2946. Reçu soixante-quinze euros (75,- €).

Le Receveur (signé): G. SCHLINK.

Pour copie conforme délivrée aux fins de la publication au Mémorial Recueil des Sociétés et Associations.

Junglinster, le 9 août 2012.

Référence de publication: 2012103292/147.

(120140507) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

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

Capital social: GBP 15.000,00.

Siège social: L-1931 Luxembourg, 13-15, avenue de la Liberté.

R.C.S. Luxembourg B 113.643.

Nous vous prions de bien vouloir prendre note du changement de siège social de l'associé unique de la Société Middlesex JV S.à r.l., de l'ancienne adresse 19, Rue de Bitbourg, L-1273 Luxembourg à la nouvelle adresse 13-15, Avenue de la Liberté, L-1931 Luxembourg et ce avec effet rétroactif au 31 mai 2012.

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

Luxembourg, le 9 août 2012.

Stijn Curfs

Mandataire

Référence de publication: 2012103306/15.

(120141231) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Middlesex Student Housing S.à r.l., Société à responsabilité limitée.

Capital social: GBP 15.000,00.

Siège social: L-1931 Luxembourg, 13-15, avenue de la Liberté.

R.C.S. Luxembourg B 123.417.

Nous vous prions de bien vouloir prendre note du changement de siège social de l'associé unique de la Société Middlesex JV S.à r.l., de l'ancienne adresse 19, Rue de Bitbourg, L-1273 Luxembourg à la nouvelle adresse 13-15, Avenue de la Liberté, L-1931 Luxembourg et ce avec effet rétroactif au 31 mai 2012.

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

Luxembourg, le 9 août 2012.

Stijn Curfs

Mandataire

Référence de publication: 2012103307/15.

(120141232) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

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

Siège social: L-2163 Luxembourg, 40, avenue Monterey.

R.C.S. Luxembourg B 110.708.

Le siège social de l'associé unique de la société a été transféré du 20, rue de la Poste, L-2346 Luxembourg au 40, avenue Monterey à L-2163 Luxembourg, avec effet immédiat.

107615

Luxembourg.

Pour la société

Un mandataire

Référence de publication: 2012103316/12.

(120141155) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Modelo 2 Sàrl, Société à responsabilité limitée.

Capital social: EUR 334.000,00.

Siège social: L-2163 Luxembourg, 20, avenue Monterey.

R.C.S. Luxembourg B 105.432.

L'adresse de la société Saltgate S.A., liquidateur de la Société ci-dessous a été modifiée comme suit:

- 40 avenue Monterey, L-2163 Luxembourg.

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

Fait au Luxembourg, le 8 août 2012.

Pour la Société

Signature

Un Mandataire

Référence de publication: 2012103310/15.

(120140571) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Milan E-Ventures S.A., Société Anonyme.

Siège social: L-1331 Luxembourg, 31, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 78.478.

Le bilan au 31/12/2011 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.

Référence de publication: 2012103308/9.

(120141430) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Morgan Stanley Equity Derivative Services (Luxembourg) S.à r.l., Société à responsabilité limitée.

Capital social: USD 17.217,00.

Siège social: L-1653 Luxembourg, 2-8, avenue Charles de Gaulle.

R.C.S. Luxembourg B 148.168.

Les documents complémentaires aux comptes annuels au 31 décembre 2011, précédemment déposés en date du 30 juillet 2012 sous la référence L120132083, 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 8 août 2012.

Damien Nussbaum

Gérant

Référence de publication: 2012103311/13.

(120140827) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Morgan Stanley Global Fund Derivatives Hedge Holdings Luxembourg S.A., Société Anonyme.

Capital social: EUR 35.000,00.

Siège social: L-1653 Luxembourg, 2-8, avenue Charles de Gaulle.

R.C.S. Luxembourg B 153.208.

Les documents complémentaires aux comptes annuels au 31 décembre 2011, précédemment déposés en date du 30 juillet 2012 sous la référence L120132092, 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 8 août 2012.

Damien Nussbaum

Administrateur

Référence de publication: 2012103312/13.

(120141598) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

NA International S.à r.l., Société à responsabilité limitée.

Capital social: AUD 161.733,20.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 133.641.

Par résolutions signées en date du 29 juin 2012, l'associé unique a décidé de transférer le siège social de la Société du 46, Place Guillaume II, L-1648 Luxembourg au 5, rue Guillaume Kroll, L-1882 Luxembourg avec effet au 31 juillet 2012.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 2 août 2012.

Référence de publication: 2012103359/12.

(120141407) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

MDC Commercial Finance (Luxembourg) S.à r.l., Société à responsabilité limitée.

Siège social: L-2540 Luxembourg, 15, rue Edward Steichen.

R.C.S. Luxembourg B 150.375.

Les comptes annuels au 31 décembre 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.

Référence de publication: 2012103327/9.

(120140608) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

MDI Holdings (Luxembourg) Sàrl, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1331 Luxembourg, 23, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 142.003.

Les comptes annuels au 31 décembre 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.

MDI Holdings (Luxembourg) S.à r.l.

Référence de publication: 2012103328/10.

(120140888) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.

Wallpic Holding S.A., Société Anonyme.

Siège social: L-1413 Luxembourg, 3, place Dargent.

R.C.S. Luxembourg B 59.293.

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: 2012103607/9.

(120141244) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2012.
