

MEMORIAL

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du Grand-Duché de
Luxembourg



MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

C — N° 2488

16 septembre 2014

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Flore Participations S.A., Société Anonyme.

Siège social: L-1136 Luxembourg, 9, place d'Armes.
R.C.S. Luxembourg B 179.266.

Les comptes annuels au 31.12.2013 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: 2014099943/10.

(140119421) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2014.

**Fund Alfa S.A., Société Anonyme,
(anc. T.International S.A.).**

Siège social: L-2449 Luxembourg, 8, boulevard Royal.
R.C.S. Luxembourg B 55.324.

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 10 juillet 2014.

Référence de publication: 2014099945/10.

(140119718) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2014.

Felgen & Associés Engineering S.A., Société Anonyme.

Siège social: L-2557 Luxembourg, 14, rue Robert Stümper.
R.C.S. Luxembourg B 29.739.

Les comptes annuels au 31 Décembre 2013 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

Signature

Référence de publication: 2014099933/11.

(140119846) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2014.

Futura Kirchberg, Société Anonyme.

Siège social: L-2212 Luxembourg, 6, place de Nancy.
R.C.S. Luxembourg B 145.590.

Les comptes annuels au 31.12.2013 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

Signature

Référence de publication: 2014099946/11.

(140119845) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2014.

FSA Investment Group S.à r.l., Société à responsabilité limitée.

Siège social: L-1313 Luxembourg, 8, rue des Capucins.
R.C.S. Luxembourg B 182.613.

Il a été décidé que le siège social de la société a été transféré de 15, rue Edward Steichen L-2540 Luxembourg vers 8, Rue des Capucins L1313 Luxembourg.

Luxembourg le 15 juillet 2014.

Annika Ragnarsson / Per Ragnarsson

Gérant de classe B / Gérant de classe A

Référence de publication: 2014101797/12.

(140122209) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juillet 2014.

Goodman Aqua Logistics (Lux) S.à r.l., Société à responsabilité limitée.

Siège social: L-1160 Luxembourg, 28, boulevard d'Avranches.

R.C.S. Luxembourg B 169.394.

Les comptes annuels au 31/12/2013 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: 2014099962/9.

(140119110) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2014.

Gaul Capital S.à r.l., Société à responsabilité limitée.

Siège social: L-2449 Luxembourg, 25A, boulevard Royal.

R.C.S. Luxembourg B 160.902.

Les comptes annuels au 31 décembre 2013 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: 2014099953/10.

(140118900) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2014.

L1 Energy Capital Management S.à r.l., Société à responsabilité limitée.**Capital social: USD 20.000,00.**

Siège social: L-1528 Luxembourg, 1-3, boulevard de la Foire.

R.C.S. Luxembourg B 185.435.

EXTRAIT

En date du 15 juillet 2014, L1 Energy Capital S.à r.l., a transféré la totalité de ses parts sociales détenues dans la Société à L1 Energy Capital Holdings S.A., une société anonyme, ayant son siège social au 1-3, boulevard de la Foire, L-1528 Luxembourg et enregistrée auprès du registre de commerce et des sociétés sous le numéro B 188.653.

Suite à ce transfert, L1 Energy Capital Holdings S.A., est l'associé unique de la Société détenant la totalité de 2,000,000 parts sociales dans la Société.

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

Luxembourg, le 16 juillet 2014.

Pour la Société

Référence de publication: 2014104242/17.

(140124167) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 juillet 2014.

Xella International Holdings S.à r.l., Société à responsabilité limitée.**Capital social: EUR 12.500,00.**

Siège social: L-2520 Luxembourg, 43-45, allée Scheffer.

R.C.S. Luxembourg B 139.489.

EXTRAIT

En date du 23 mai 2014, l'assemblée générale des associés de la Société a décidé de nommer PricewaterhouseCoopers, société coopérative, ayant son siège social au 400, route d'Eich, L-1471 Luxembourg, et inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B65.477, en tant que réviseur d'entreprises agréé de la Société avec effet immédiat et pour un terme prenant fin à l'assemblée générale ordinaire des associés de la Société statuant sur les comptes de la Société pour l'exercice social se terminant au 31 décembre 2014.

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

Luxembourg, le 9 juillet 2014.

Pour la Société

Signature

Référence de publication: 2014101806/18.

(140121875) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juillet 2014.

Goodman Basil Logistics (Lux) S.à r.l., Société à responsabilité limitée.

Siège social: L-1160 Luxembourg, 28, boulevard d'Avranches.
R.C.S. Luxembourg B 163.863.

Les comptes annuels au 31/12/2013 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: 2014099963/9.

(140119111) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2014.

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

Siège social: L-1811 Luxembourg, 3, rue de l'Industrie.
R.C.S. Luxembourg B 50.054.

Les statuts coordonnés de la société, rédigés en suite de l'assemblée générale du 27 mai 2014, 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.

Capellen.

Référence de publication: 2014099948/11.

(140118999) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2014.

Loubi S.A., Société Anonyme.

Siège social: L-2340 Luxembourg, 25, rue Philippe II.
R.C.S. Luxembourg B 177.559.

Extrait des résolutions prises lors de la réunion du conseil d'administration en date du 04 juillet 2014

- Le Conseil d'Administration a décidé de transférer le siège social de la Société du 18 rue Robert Stümper à L-2557 Luxembourg au 25 rue Philippe II à L-2340 Luxembourg et ce avec effet au 1^{er} août 2014.

Luxembourg, le 04 juillet 2014.

Pour la société

Un mandataire

Référence de publication: 2014104220/13.

(140124775) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 juillet 2014.

LSF Lux Investments S.A., Société Anonyme.

Capital social: EUR 31.000,00.

Siège social: L-8070 Bertrange, 33, rue du Puits Romain.
R.C.S. Luxembourg B 171.614.

EXTRAIT

Il résulte du procès-verbal des résolutions de l'actionnaire unique de la Société prises en date 20 juin 2014 que:

- Ernst & Young S.A., ayant son adresse au 7, rue Gabriel Lippmann, L-5365 Münsbach, R.C.S. Luxembourg n° B 47771, a été nommé comme réviseur d'entreprise agréé de la Société pour la période du 1^{er} janvier 2014 au 31 décembre 2014.

Conseil d'administration de la Société:

- M. Michael Duke Thomson, résidant professionnellement au 2711, North Haskell Avenue, Suite 1800, 75204 Dallas, Texas, Etats-Unis d'Amérique, administrateur.

- M. Philippe Detournay, résidant professionnellement au Atrium Business Park-Vitrum, 33, rue du Puits Romain, L-8070 Bertrange, Grand Duché de Luxembourg, Gérant A.

- M. Philippe Jusseau, résidant professionnellement au Atrium Business Park-Vitrum, 33, rue du Puits Romain, L-8070 Bertrange, Grand Duché de Luxembourg, Gérant A.

Pour extrait conforme

Un mandataire

Référence de publication: 2014104221/21.

(140123895) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 juillet 2014.

G.M. Lux S.A., Société Anonyme.

Siège social: L-1273 Luxembourg, 19, rue de Bitbourg.
R.C.S. Luxembourg B 119.942.

Les comptes annuels de l'exercice clôturé au 31.12.2012 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: 2014099950/10.

(140119716) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2014.

Global IT Services PSF, S.à r.l., Société à responsabilité limitée.

Siège social: L-2522 Luxembourg, 12, rue Guillaume Schneider.
R.C.S. Luxembourg B 111.729.

Les comptes annuels au 31 décembre 2013 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: 2014099960/10.

(140118727) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2014.

Gagfah S.A., Société Anonyme de Titrisation.

Siège social: L-1222 Luxembourg, 2-4, rue Beck.
R.C.S. Luxembourg B 109.526.

Les comptes annuels au 31 Décembre 2013 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.

Gagfah SA

Signature

Référence de publication: 2014099951/11.

(140118362) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2014.

Gallena Sàrl, Société à responsabilité limitée unipersonnelle.

Siège social: L-2346 Luxembourg, 20, rue de la Poste.
R.C.S. Luxembourg B 134.123.

Les comptes annuels au 31 décembre 2012 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 Corporation Company S.A.

Signatures

Référence de publication: 2014099952/11.

(140119855) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2014.

GFI Software S.A., Société Anonyme.

Siège social: L-2557 Luxembourg, 7A, rue Robert Stümper.
R.C.S. Luxembourg B 147.127.

Monsieur Holger Felgner a démissionné de son mandat d'administrateur de la Société avec effet au 8 juillet 2014.

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

Luxembourg, le 10 juillet 2014.

GFI Software S.A.

Signature

Référence de publication: 2014099994/12.

(140119410) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2014.

Goodman Cardamom Logistics (Lux) S.à r.l., Société à responsabilité limitée.

Siège social: L-1160 Luxembourg, 28, boulevard d'Avranches.
R.C.S. Luxembourg B 164.559.

Les comptes annuels au 31/12/2013 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: 2014099964/9.

(140119112) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2014.

GAR Investment Managers, Société à responsabilité limitée.

Capital social: EUR 60.000,00.

Siège social: L-2163 Luxembourg, 35, avenue Monterey.
R.C.S. Luxembourg B 165.359.

Les comptes au 31 décembre 2013 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 GAR Investment Managers S.à r.l.

Référence de publication: 2014099976/10.

(140118894) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2014.

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

Capital social: EUR 282.500,00.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 156.993.

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 10 juillet 2014.

Référence de publication: 2014099961/10.

(140119355) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2014.

Ham Investment Corporation S.à r.l., Société à responsabilité limitée.

R.C.S. Luxembourg B 147.320.

Conformément à l'article 3 de la loi du 31 mai 1999 régissant la domiciliation des sociétés, nous, TMF Management Luxembourg S.A., vous informons dans notre capacité de domiciliataire, de la dénonciation de la convention de domiciliation conclue en date du 30 juin 2014 entre les sociétés:

TMF Management Luxembourg S.A. (le domiciliataire)

RCS Luxembourg B 55946

Siège social: 1, Allée Scheffer

L-2520 Luxembourg

et

Ham Investment Corporation S.à r.l.

RCS Luxembourg B 147320

Siège social: 46A, Avenue J.F. Kennedy

L-1855 Luxembourg

TMF Management Luxembourg S.A., comme domiciliataire de Ham Investment Corporation S.à r.l. dénonce la domiciliation de cette société. Cette dénonciation est valable à compter du 07 juillet 2014.

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

Luxembourg, le 07 juillet 2014.

TMF Management Luxembourg S.A.

Signatures

Agent Domiciliataire

Référence de publication: 2014100012/25.

(140118602) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2014.

FIIF International S.A., Société Anonyme.

Siège social: L-1840 Luxembourg, 11A, boulevard Joseph II.
R.C.S. Luxembourg B 64.653.

Les comptes annuels au 30 juin 2013 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: 2014101060/9.

(140120936) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 juillet 2014.

Filvest S.C.A., Société en Commandite par Actions.

Siège social: L-2310 Luxembourg, 10-12, avenue Pasteur.
R.C.S. Luxembourg B 150.676.

Les comptes annuels au 31/12/2013 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: 2014101061/9.

(140121536) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 juillet 2014.

**Fairmark S.à r.l., Société à responsabilité limitée,
(anc. Fairmark S.A.).**

Siège social: L-1255 Luxembourg, 48, rue de Bragance.
R.C.S. Luxembourg B 30.995.

Les comptes annuels au 31/12/2013 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: 2014101052/10.

(140120130) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 juillet 2014.

Fischer, Société Anonyme.

Siège social: L-6918 Mensdorf, Zone Industrielle Rothoicht.
R.C.S. Luxembourg B 29.616.

Extraits des résolutions prises lors de l'assemblée générale ordinaire des actionnaires en date du 18 Juin 2014

6^{ème} résolution

Sont réélus Administrateurs pour la durée d'une année, leur mandat prenant fin lors de l'Assemblée Générale Ordinaire statuant sur les comptes à fin 2014:

- Madame Josée FISCHER
- Monsieur Patrick MULLER
- Madame Carole MULLER

Est réélu Administrateur Délégué pour la durée d'une année, son mandat prenant fin lors de l'Assemblée Générale Ordinaire statuant sur les comptes à fin 2014:

- Madame Carole MULLER

Est réélue Présidente du Conseil d'Administration pour la durée d'une année, son mandat prenant fin lors de l'Assemblée Générale Ordinaire statuant sur les comptes à fin 2014:

- Madame Josée FISCHER

7^{ème} Résolution

Est réélue Commissaire aux comptes pour la durée d'une année, son mandat prenant fin lors de l'Assemblée Générale Ordinaire statuant sur les comptes à fin 2014:

- Monsieur Emmanuel EMRINGER

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

FISCHER, S.A.

Référence de publication: 2014101066/26.

(140120538) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 juillet 2014.

BdS 1 TE S.à r.l., Société à responsabilité limitée.

Siège social: L-1611 Luxembourg, 41, avenue de la Gare.
R.C.S. Luxembourg B 153.904.

Les comptes annuels au 31 Décembre 2013 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: 2014100787/9.

(140121021) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 juillet 2014.

B.E. Holding S.A., Société Anonyme.

Siège social: L-1260 Luxembourg, 5, rue de Bonnevoie.
R.C.S. Luxembourg B 152.640.

Les comptes annuels au 31 décembre 2013 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.

B.E. HOLDING S.A.

Référence de publication: 2014100775/10.

(140121050) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 juillet 2014.

Garden Projektentwicklung GmbH, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 167.209.

Veillez noter qu'à partir du 13 Juin 2014 l'adresse de la Société est la suivante:

Garden Projektentwicklung GmbH

46A, Avenue J.F. Kennedy

L-1855 Luxembourg

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

Declan McGrath.

Référence de publication: 2014101082/14.

(140120207) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 juillet 2014.

G-Lab S.A., Société Anonyme.

Siège social: L-1511 Luxembourg, 121, avenue de la Faïencerie.
R.C.S. Luxembourg B 178.295.

Extrait du procès-verbal de l'assemblée générale annuelle de la Société tenue à Luxembourg le 11 juillet 2014

Il résulte du procès-verbal de l'assemblée générale annuelle qui s'est tenue en date du 11 juillet 2014 que:

L'assemblée a décidé d'accepter la démission de Monsieur Maurizio SELLA, résidant au 61, Via Monte Rosa, 20149 Milan, Italie, de son mandat d'administrateur de la Société, avec effet au 26 mai 2014.

L'assemblée a décidé d'accepter la démission de Monsieur Thierry André, résident au 121, avenue de la Faïencerie, L-1511 Luxembourg, de son mandat d'administrateur de la Société, avec effet immédiat.

L'assemblée a décidé de nommer en son seing Madame Silvia BON, résidant au 45, Siggy Vu Luxembourg, L-1933 Luxembourg, à la fonction d'administrateur de la Société, avec effet au 11 juillet 2014, jusqu'à l'assemblée générale annuelle qui se tiendra en 2019.

L'assemblée a décidé de transférer le siège de la Société du 31, Grand-Rue, L-1661 Luxembourg au 121, avenue de la Faïencerie, L-1511 Luxembourg, avec effet immédiat.

Pour extrait sincère et conforme

Pour G-LAB S.A.

Un mandataire

Référence de publication: 2014101081/21.

(140120217) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 juillet 2014.

Goodman Cyan Logistics (Lux) S.à r.l., Société à responsabilité limitée.

Siège social: L-1160 Luxembourg, 28, boulevard d'Avranches.

R.C.S. Luxembourg B 169.447.

Les comptes annuels au 31/12/2013 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: 2014099965/9.

(140119113) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2014.

Crystal Asparagus S.A., Société Anonyme.

Siège social: L-1340 Luxembourg, 8, place Winston Churchill.

R.C.S. Luxembourg B 155.246.

Les comptes annuels au 31 Décembre 2013 de la Société Crystal Asparagus 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 9 juillet 2014.

Référence de publication: 2014100873/11.

(140120073) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 juillet 2014.

B.P.G. Bau und Planungsgesellschaft A.G., Société Anonyme.

Siège social: L-8008 Strassen, 98, route d'Arlon.

R.C.S. Luxembourg B 148.136.

Le bilan au 31 décembre 2013 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 14 juillet 2014.

Pour la société

Signature

Un mandataire

Référence de publication: 2014100776/13.

(140120739) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 juillet 2014.

Compagnie Luxembourgeoise d'Entreprises, Société Anonyme.

Siège social: L-8009 Strassen, 19-21, route d'Arlon.

R.C.S. Luxembourg B 9.249.

EXTRAIT

Il résulte du procès-verbal de l'Assemblée Générale Ordinaire réunie le 8 avril 2014 que:

- Les associés ont décidé de nommer Monsieur Fabien DEJONGE, né le 2 janvier à Huy, demeurant à B - 1560 HOEILAART, 33, Tentrappenstraat, comme administrateur pour une durée de deux ans venant à l'échéance à l'issue de l'assemblée générale ordinaire 2016;

- Les associés ont décidé de renouveler le mandat d'administrateur de Monsieur Patrick VAN CRAEN, né le 7 janvier 1953 à Malines, demeurant à B - 1170 WATERMAEL-BOITSFORT, 1, Chemin des Silex, pour une durée de deux ans venant à l'échéance à l'issue de l'assemblée générale ordinaire 2016;

- Les associés ont décidé de renouveler le mandat d'administrateur-délégué de Monsieur Patrick VAN CRAEN, né le 7 janvier 1953 à Malines, demeurant à B - 1170 WATERMAEL-BOITSFORT, 1, Chemin des Silex, pour une durée de deux ans venant à l'échéance à l'issue de l'assemblée générale ordinaire 2016;

Luxembourg, le 8 juillet 2014.

Pour extrait conforme

Paul Laplume

Référence de publication: 2014100861/21.

(140120819) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 juillet 2014.

Charitable Luxembourg Three S.à r.l., Société à responsabilité limitée.**Capital social: USD 15.800,00.**

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.
R.C.S. Luxembourg B 128.147.

Les comptes annuels au 31 décembre 2012 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 27 juin 2014.

Référence de publication: 2014100852/10.

(140120447) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 juillet 2014.

B2 Partners S.à.r.l., Société à responsabilité limitée.**Capital social: EUR 112.000,00.**

Siège social: L-1511 Luxembourg, 121, avenue de la Faïencerie.
R.C.S. Luxembourg B 134.631.

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 14 juillet 2014.

Référence de publication: 2014100836/10.

(140120974) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 juillet 2014.

GDC Immobilière S.à R.L., Société à responsabilité limitée.

Siège social: L-1528 Luxembourg, 8, boulevard de la Foire.
R.C.S. Luxembourg B 113.240.

Les comptes annuels au 31 décembre 2013 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: 2014099981/10.

(140119642) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2014.

CMS Management Services S.A., Société Anonyme.

Siège social: L-2346 Luxembourg, 20, rue de la Poste.
R.C.S. Luxembourg B 81.525.

Les comptes annuels au 31 décembre 2013 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.

Severine Canova
Director

Référence de publication: 2014100910/11.

(140120496) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 juillet 2014.

Coctor Domus S.A., Société Anonyme.

Siège social: L-5762 Hassel, 2B, rue du Killebiërg.
R.C.S. Luxembourg B 153.055.

Les comptes annuels au 31 décembre 2013 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 enregistrement
Signature
Un mandataire

Référence de publication: 2014100859/12.

(140120163) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 juillet 2014.

C.A.S. Services S.A., Société Anonyme.

Siège social: L-2346 Luxembourg, 20, rue de la Poste.
R.C.S. Luxembourg B 68.168.

Les comptes annuels au 31 décembre 2013 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 30 juin 2014.

Severine Canova.

Référence de publication: 2014100838/10.

(140120495) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 juillet 2014.

Calimar Property AG, Société Anonyme.

Siège social: L-2613 Luxembourg, 1, place du Théâtre.
R.C.S. Luxembourg B 117.481.

Les comptes annuels au 31 décembre 2013 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.

Signature.

Référence de publication: 2014100876/10.

(140120322) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 juillet 2014.

Ceta S.A., Société Anonyme.

Siège social: L-5440 Remerschen, 88B, route du Vin.
R.C.S. Luxembourg B 164.714.

Extrait des décisions prises par l'assemblée générale extraordinaire du 11 décembre 2012

La démission de la société FIDUS GESTION S.A. de son mandat de commissaire est acceptée.

Est nommé commissaire aux comptes, son mandat prenant fin lors de l'assemblée générale ordinaire devant statuer sur les comptes annuels au 31 décembre 2016:

AUDIEX S.A., 9, rue du Laboratoire, L-1911 Luxembourg

Pour extrait conforme.

Luxembourg, le 4 juillet 2014.

Référence de publication: 2014100904/14.

(140120867) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 juillet 2014.

Cerpi S.A., Société Anonyme.

Siège social: L-2134 Luxembourg, 50, rue Charles Martel.
R.C.S. Luxembourg B 129.819.

EXTRAIT

Il résulte de la décision du conseil d'administration tenu en date du 23 mai 2014 que le siège de la société est transféré du 42-44, avenue de la gare L-1610 Luxembourg au 50, rue Charles Martel L-2134 Luxembourg à compter du 1^{er} juin 2014.

Les administrateurs mentionnés ci-dessous résident professionnellement au 50, rue Charles Martel 1^{er} étage L-2134 Luxembourg:

- Claude ZIMMER
- Hendrik H.J. KEMMERLING
- Rob SONNENSCHNEIN

L'administrateur Luxglobal Management S.à r.l. réside professionnellement au 50, rue Charles Martel L-2134 Luxembourg.

Extrait sincère et conforme

Un mandataire

Référence de publication: 2014100903/20.

(140121103) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 juillet 2014.

APMD S.A., Société Anonyme.

R.C.S. Luxembourg B 167.888.

—
Extrait de la résolution prise par l'administrateur unique de la société le 2 avril 2014

Il résulte de la dite résolution:

Le transfert, avec effet immédiat, du siège social de la société de son adresse actuelle au 22, Avenue de la Liberté, L-1930 Luxembourg

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

Luxembourg, le 18 avril 2014.

Pour la société

Un mandataire

Référence de publication: 2014101873/14.

(140123119) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2014.

Ramako S.à r.l., Société à responsabilité limitée.**Capital social: CHF 20.000,00.**

Siège social: L-1855 Luxembourg, 37C, avenue J.F. Kennedy.

R.C.S. Luxembourg B 163.601.

—
La Société a été constituée suivant acte reçu par Maître Henri Hellinckx, notaire de résidence à Luxembourg, en date du 19 septembre 2011, publié au Mémorial C, Recueil des Sociétés et Associations n° 2754 du 11 novembre 2011.

Les comptes annuels de la Société au 31 décembre 2013 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.

RAMAKO S.à r.l.

Signature

Référence de publication: 2014101557/14.

(140119967) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 juillet 2014.

Rosann S.A., Société Anonyme.

Siège social: L-8011 Strassen, 283, route d'Arlon.

R.C.S. Luxembourg B 20.476.

—
Extrait du Procès Verbal de l'Assemblée Générale de la Société qui s'est tenue le 18 juin 2014

L'assemblée générale de la Société tenue en date du 18 juin 2014 a:

- décidé de transférer le siège social de la Société au 283, Route d'Arlon, L-8011 Strassen;
- pris acte de la démission de Madame Brigitte Denis de son poste d'administrateur;
- pris acte de la démission de Monsieur Philippe Richelle de son poste d'administrateur;
- pris acte de la démission de Madame Cornélia Mettlen de son poste d'administrateur;
- pris acte de la démission de H.R.T. Révision S.A. de son poste de commissaire aux comptes;
- décidé de nommer comme nouveaux administrateurs:

* Monsieur Alain Peigneux, né le 27 février 1968 à Huy, Belgique, ayant son adresse professionnelle au 283, Route d'Arlon, L-8011 Strassen; son mandat viendra à expiration lors de l'assemblée générale qui se tiendra en 2019;

* Monsieur Cyril Palcani, né à Amnéville (France), le 12 juillet 1980, ayant son adresse professionnelle au 283, Route d'Arlon, L-8011 Strassen; son mandat viendra à expiration lors de l'assemblée générale qui se tiendra en 2019;

* Madame Muriel Grandmaison, employée privée, née à Stavelot (Belgique), le 08 avril 1969, ayant son adresse professionnelle au 283, Route d'Arlon, L-8011 Strassen; son mandat viendra à expiration lors de l'assemblée générale qui se tiendra en 2019;

- décidé de nommer comme nouveau commissaire aux comptes, avec effet immédiat, la société de droit luxembourgeois AP & Associés S.à r.l., inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le n° B172348, ayant son siège social au 25C, Boulevard Royal, L-2449 Luxembourg; son mandat viendra à expiration lors de l'assemblée générale qui se tiendra en 2019.

Référence de publication: 2014101570/26.

(140120700) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 juillet 2014.

Goodman Korbach (Lux) S.à r.l., Société à responsabilité limitée.

Siège social: L-1160 Luxembourg, 28, boulevard d'Avranches.

R.C.S. Luxembourg B 118.357.

Les comptes annuels au 31/12/2013 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: 2014099966/9.

(140119114) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2014.

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

Siège social: L-1145 Luxembourg, 75, rue des Aubépines.

R.C.S. Luxembourg B 50.054.

L'an deux mil quatorze, le vingt-sept mai,

Pardevant Maître Camille MINES, notaire de résidence à Capellen,

A comparu:

Monsieur Jean LANGLOIS, gérant de sociétés, né à Cauderan, France, le 24 octobre 1948, demeurant à F-33260 LaTeste, 2, rue Roger Dubois, agissant tant en son nom personnel qu'en sa qualité de mandataire de

Monsieur Sylvain LANGLOIS, né à Talence, France, le 27 avril 1985, demeurant à NSW 2067 Chatswood, Australie, Kooringa Road, Unit 11/1C,

En vertu d'une procuration sous seing privé, laquelle après avoir été signée ne varietur par le notaire et le comparant, restera annexée aux présentes avec lesquelles elle sera enregistrée.

Lequel comparant, après avoir établi qu'ensemble avec son mandant ils détiennent toutes les 7440 parts de la société à responsabilité limitée FÜRLEHRE s.à r.l., dont le siège social se trouve à L-1145 Luxembourg, 75, rue des Aubépines, inscrite au RCSL sous le numéro B 50.054,

constituée aux termes d'un acte reçu par Maître André SCHWACHTGEN, alors notaire de résidence à Luxembourg, en date du 30 décembre 1994, publié au Mémorial C numéro 216 du 18 mai 1995,

et dont les statuts ont été modifiés pour la dernière fois aux termes d'un acte reçu par le notaire instrumentaire en date du 11 juin 2013, publié au Mémorial C numéro 1486 du 22 juin 2013,

s'est constitué en assemblée générale extraordinaire et a requis le notaire d'acter comme suit les résolutions suivantes:

Capital social:

Le capital de la société est augmenté de soixante mille Euros (€ 60.000,-) pour être porté de son montant actuel de cent quatre-vingt-six mille Euros (€ 186.000,-) au montant de deux cent quarante-six mille Euros (€ 246.000,-) par un apport en espèces de Monsieur Jean LANGLOIS et représenté par la création et l'émission de deux mille quatre cents (2400) nouvelles parts sociales d'une valeur nominale de vingt-cinq Euros (€ 25,-) chacune, numérotées de 7441 à 9840 et jouissant des mêmes droits et avantages que les parts sociales existantes.

Le notaire constate la réalité de cet apport qui lui est démontrée au moyen d'un certificat bancaire.

L'intégralité des 2400 nouvelles parts sociales est souscrite par l'associé Jean LANGLOIS en rémunération de son apport, et après que Monsieur Sylvain LANGLOIS ait renoncé à son droit de souscription.

L'article 6 des statuts est modifié comme suit:

« **Art. 6.** Le capital social est fixé à deux cent quarante-six mille Euros (€ 246.000,-) divisé en neuf mille huit cent quarante (9.840) parts sociales d'une valeur nominale de vingt-cinq Euros (€ 25,-) chacune, toutes entièrement libérées et souscrites.»

Dont acte, fait et passé à Capellen, en l'étude du notaire instrumentant, à la date mentionnée en tête des présentes.

Et après lecture faite au comparant, connu du notaire par nom, prénom usuel, état et résidence, ledit comparant a signé ensemble avec Nous notaire la présente minute.

Signé: J. LANGLOIS, C. MINES.

Enregistré à Capellen, le 28 mai 2014. Relation: CAP/2014/2056. Reçu soixante-quinze euros. 75,-€.

Le Receveur (signé): I. Neu.

Pour copie conforme,

Capellen, le 6 juin 2014.

Référence de publication: 2014099949/45.

(140119000) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2014.

Matrix EPH S. à r.l., Société à responsabilité limitée.

Siège social: L-2163 Luxembourg, 40, avenue Monterey.
R.C.S. Luxembourg B 117.647.

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

Siège social: L-2163 Luxembourg, 40, avenue Monterey.
R.C.S. Luxembourg B 96.976.

Matrix German Portfolio No 1 Celle S.à r.l., Société à responsabilité limitée.

Siège social: L-2163 Luxembourg, 40, avenue Monterey.
R.C.S. Luxembourg B 112.075.

Matrix German Portfolio No 1 Dusseldorf S.à r.l., Société à responsabilité limitée.

Siège social: L-2163 Luxembourg, 40, avenue Monterey.
R.C.S. Luxembourg B 112.076.

In the year two thousand fourteen, on the fifth day of September.

Before us, Maître Joseph ELVINGER, notary residing in Luxembourg, acting in replacement of Maître Martine Schaeffer, notary, residing in Luxembourg (Grand Duchy of Luxembourg), to whom second named notary will remain the present deed.

There appeared:

1) Matrix EPH S.à r.l., a private limited liability company, (société à responsabilité limitée), incorporated and existing under the laws of the Grand-Duchy of Luxembourg, with registered office at 40, avenue Monterey, L-2163 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg trade and companies register under number B 117.647, having a share capital of EUR 952,500.- (the "Absorbing Company"), incorporated pursuant a deed of Maître Paul Bettingen, notary residing in Niederanven, on 13 June 2006, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial") number 1700, page 81579, dated 12 September 2006, whose articles of incorporation have been modified for the last time pursuant a deed of Maître Martine SCHAEFFER, notary residing in Luxembourg, on 28 November 2012, published in the Mémorial number 184, page 8799, dated 25 January 2013,

here represented by Youssef Lqoule, private employee, residing in Luxembourg, acting as the representative of the board of managers of Matrix EPH S.à r.l. (the "Board of Managers 1"), pursuant to resolutions taken by the Board of Managers 1 on 29 August 2014 (the "Resolution 1").

2) Matrix Capitalpost Luxembourg S.à r.l., a private limited liability company, (société à responsabilité limitée), incorporated and existing under the laws of the Grand-Duchy of Luxembourg, with registered office at 40, avenue Monterey, L-2163 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg trade and companies register under number B 96.976, having a share capital of EUR 12,550.- (the "Absorbed Company 1"), incorporated pursuant a deed of Maître Jean Seckler, notary residing at Junglinster, on 05 November 2003, published in the Mémorial number 1353, page 64913, dated 19 December 2003, whose articles of incorporation have been modified for the last time pursuant a deed of Maître Joseph ELVINGER, notary residing in Luxembourg, on 30 December 2009, published in the Mémorial number 541, page 25955, dated 12 March 2010,

here represented by Youssef Lqoule, private employee, residing in Luxembourg, acting as the representative of the board of directors of Matrix Capitalpost Luxembourg S.à r.l. (the "Board of Managers 2"), pursuant to resolutions taken by the Board of Managers 2 on 29 August 2014 (the "Resolution 2").

3) Matrix German Portfolio No 1 Celle S.à r.l., a private limited liability company, (société à responsabilité limitée), incorporated and existing under the laws of the Grand-Duchy of Luxembourg, with registered office at 40, avenue Monterey, L-2163 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg trade and companies register under number B 112.075, having a share capital of EUR 12,625.- (the "Absorbed Company 2"), incorporated pursuant a deed of Maître Henri Hellinckx, notary residing in Mersch, on 09 November 2005, published in the Mémorial number 444, page 21279, dated 01 March 2006, whose articles of incorporation have been modified for the last time pursuant a deed of Maître Martine Schaeffer, notary residing in Luxembourg, on 20 December 2013, published in the Mémorial number 1144, page 54875, dated 07 Mai 2014,

here represented by Youssef Lqoule, private employee, residing in Luxembourg, acting as the representative of the board of directors of Matrix German Portfolio No 1 Celle S.à r.l. (the "Board of Managers 3"), pursuant to resolutions taken by the Board of Managers 3 on 29 August 2014 (the "Resolution 3").

4) Matrix German Portfolio No 1 Dusseldorf S.à r.l., a private limited liability company, (société à responsabilité limitée), incorporated and existing under the laws of the Grand-Duchy of Luxembourg, with registered office at 40, avenue Monterey, L-2163 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg trade and companies register under number B 112.076, having a share capital of EUR 12,625.- (the "Absorbed Company 3"), incorporated pursuant a deed of Maître Henri Hellinckx, notary residing in Mersch, on 09 November 2005, published in the Mémorial number

444, page 21286, dated 01 March 2006, whose articles of incorporation have been modified for the last time pursuant to a deed of Maître Henri Hellinckx, notary residing in Luxembourg, on 22 January 2007, published in the Mémorial number 872, page 41839, dated 14 Mai 2007,

here represented by Youssef Lqoule, private employee, residing in Luxembourg, acting as the representative of the board of directors of Matrix German Portfolio No 1 Dusseldorf S.à r.l. (the "Board of Managers 4"), pursuant to resolutions taken by the Board of Managers 3 on 29 August 2014 (the "Resolution 4").

Hereinafter, the Resolution 1, the Resolution 2, the Resolution 3 and the Resolution 4 are collectively referred to as the "Resolutions".

The Board of Manager 1, the Boards of Managers 2, the Board of Managers 3 and the Board of Managers 4 are collectively hereinafter referred to as the "Board of Managers".

The Absorbed Company 1, the Absorbed Company 2 and the Absorbed Company 3 are collectively hereinafter referred to as the "Absorbed Companies".

Copies of the excerpts of the relevant and Board of Managers' resolutions, after having been signed "ne varietur" by the appearing persons and the undersigned notary shall remain attached to the present deed.

Said appearing person, acting in such capacity, has requested the undersigned notary to record the following declarations and statements:

- that in accordance with the joint merger proposal in notarial form recorded in a deed of Maître Martine Schaeffer, published in the Mémorial C, Recueil des Sociétés et Associations, number 1974 on 29 July 2014 (the "Joint Merger Proposal"), the Absorbing Company, as absorbing company and the Absorbed Companies, as absorbed companies, proposed to merge under the procedure of a simplified merger by absorption provided for under articles 278 and seq. of the law of 10 August 1915 on commercial companies, as amended (the "Mergers");

- that no shareholder of the Absorbing Company required, during the period of one (1) month following the publication of the Joint Merger Proposal in the Mémorial C, Recueil des Sociétés et Associations, an extraordinary general meeting of the Absorbing Company, to be convened in order to resolve on the approval of the Mergers;

- that the Absorbing Company consequently acknowledges that the Mergers become effective on the date hereof, being more than one calendar month after the day of publication of the Joint Merger Proposal in the Mémorial C, Recueil des Sociétés et Associations and that the Mergers entail ipso jure the universal transfer of all assets and liabilities of the Absorbed Companies to the Absorbing Company on the date hereof;

- that for accounting purposes, the Mergers shall be deemed effective as from 31 December 2013;

- that as a result of the Mergers, the Absorbed Companies have been dissolved without liquidation, the shares of the Absorbed Companies have been cancelled and the books and documents of the Absorbed Companies are kept during the legal period (five (5) years) at the registered office of the Absorbing Company: 40, avenue Monterey, L-2163 Luxembourg, Grand Duchy of Luxembourg;

- that as a result of the Mergers, the Absorbing Company is persisting as legal entity;

- that on the day of publication of this deed in the Mémorial C, Recueil des Sociétés et Associations, the Merger will become effective vis-à-vis third parties.

The undersigned notary who speaks and understands English, states herewith that the present deed is worded in English followed by a French version and that at the request of the appearing person and in case of divergences between the two versions, the English version will prevail.

The document having been read to the person appearing, who is known to the notary, by his surname, first name, civil status and residence, the said person signed together with his notary this original deed.

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

Suit la traduction française du texte qui précède:

L'an deux mille quatorze, le six mai.

Par-devant nous, Maître Joseph ELVINGER, notaire de résidence à Luxembourg, en remplacement de sa consoeur empêchée, Maître Martine SCHAEFFER, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, laquelle dernière reste dépositaire du présent acte,

ont comparu:

1) Matrix EPH S.à r.l., une société à responsabilité limitée, constituée et existant selon les lois du Grand-Duché de Luxembourg, ayant son siège social au 40, avenue Monterey, L-2163 Luxembourg, Grand Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 117.647, ayant un capital social de EUR 952.500,- (la "Société Absorbante"), constituée suivant acte reçu par Maître Paul Bettingen, notaire résidant à Niederanven, le 13 juin 2006, publié au Mémorial C, Recueil des Sociétés et Associations (le "Mémorial") numéro 1700, page 81579, daté du 12 septembre 2006, et dont les statuts ont été modifiés pour la dernière fois suivant acte reçu de Maître Martine Schaeffer, notaire de résidence à Luxembourg, le 28 novembre 2012, publié au Mémorial numéro 184, page 8799, daté du 25 janvier 2013,

ici représentée par Youssef Lqoule, employé privé, résidant au Luxembourg, agissant en qualité de mandataire au nom et pour compte du conseil de gérance de Matrix EPH S.à r.l. (le "Conseil de Gérance 1"), en vertu d'un pouvoir qui lui a été conféré par une résolution prise par le Conseil de Gérance 1 le 29 août 2014 (la "Résolution 1");

2) Capitalpost Luxembourg S.à r.l., une société à responsabilité limitée, constituée et existant selon les lois du Grand-Duché de Luxembourg, ayant son siège social au 40, avenue Monterey, L-2163 Luxembourg, Grand Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 96.976, ayant un capital social de EUR 12,550,- (la "Société Absorbée 1"), constituée suivant acte reçu par Maître Jean Seckler, notaire de résidence à Junglinster, le 05 novembre 2003, publié au Mémorial, numéro 1353, page 64913, daté du 19 décembre 2003, et dont les statuts ont été modifiés pour la dernière fois suivant acte reçu de Maître Joseph ELVINGER, notaire de résidence à Luxembourg, le 30 décembre 2009, publié au Mémorial numéro 541, page 25955, daté du 12 mars 2010,

ici représentée par Youssef Lqoule, employé privé, résidant au Luxembourg, agissant en qualité de mandataire au nom et pour compte du conseil de gérance de Capitalpost Luxembourg S.à r.l. (le "Conseil de Gérance 2"), en vertu d'un pouvoir qui lui a été conféré par une résolution prise par le Conseil de Gérance 2 le 29 août 2014 (la "Résolution 2");

3) Matrix German Portfolio No 1 Celle S.à r.l., une société à responsabilité limitée, constituée et existant selon les lois du Grand-Duché de Luxembourg, ayant son siège social au 40, avenue Monterey, L-2163 Luxembourg, Grand Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 112.075, ayant un capital social de EUR 12,625- (la "Société Absorbée 2"), constituée suivant acte reçu par Maître Henri Hellinckx, notaire résidant à Mersch, le 9 novembre 2005, publié au Mémorial, numéro 444, page 21279, daté du 1 mars 2006, et dont les statuts ont été modifiés pour la dernière fois suivant acte reçu de Maître Martine Schaeffer, notaire de résidence à Luxembourg, le 20 décembre 2013, publié au Mémorial numéro 1144, page 54875, daté du 07 mai 2014,

ici représentée par Youssef Lqoule, employé privé, résidant au Luxembourg, agissant en qualité de mandataire au nom et pour compte du conseil de gérance de Matrix German Portfolio No 1 Celle S.à r.l. (le "Conseil de Gérance 3"), en vertu d'un pouvoir qui lui a été conféré par une résolution prise par le Conseil de Gérance 3 le 29 août 2014 (la "Résolution 3");

4) Matrix German Portfolio No 1 Dusseldorf S.à r.l., une société à responsabilité limitée, constituée et existant selon les lois du Grand-Duché de Luxembourg, ayant son siège social au 40, avenue Monterey, L-2163 Luxembourg, Grand Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 112.076, ayant un capital social de EUR 12,625- (la "Société Absorbée 3"), constituée suivant acte reçu par Maître Henri Hellinckx, notaire résidant à Mersch, le 9 novembre 2005, publié au Mémorial, numéro 444, page 21286, daté du 1 mars 2006, et dont les statuts ont été modifiés pour la dernière fois suivant acte reçu de Maître Henri Hellinckx, notaire de résidence à Luxembourg, le 22 janvier 2007, publié au Mémorial numéro 872, page 41839, daté du 14 mai 2007,

ici représentée par Youssef Lqoule, employé privé, résidant au Luxembourg, agissant en qualité de mandataire au nom et pour compte du conseil de gérance de Matrix German Portfolio No 1 Dusseldorf S.à r.l. (le "Conseil de Gérance 4"), en vertu d'un pouvoir qui lui a été conféré par une résolution prise par le Conseil de Gérance 4 le 29 août 2014 (la "Résolution 4");

Le Conseil de Gérance 1, le Conseil de Gérance 2, le Conseil de Gérance 3 et le Conseil de Gérance 4 sont collectivement dénommés les "Conseils de Gérances".

Ci-après, la Résolution 1, la Résolution 2, la Résolution 3 et la Résolution 4 sont collectivement dénommées les "Résolutions".

Ci-après, la Société Absorbée 1, la Société Absorbée 2 et la Société Absorbée 3 sont collectivement dénommée les "Société Absorbées".

Les copies des extraits des décisions desdits Conseils de Gérances, après avoir été signés ne varietur par les comparants et le notaire instrumentant, resteront annexés au présent acte.

Lequel comparant, agissant en ladite qualité, a requis le notaire soussigné d'acter les déclarations et constatations suivantes:

- que conformément au projet commun de fusion établi sous forme notariée suivant acte de Maître Martine Schaeffer, et publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1974 du 29 juillet 2014 (le «Projet Commun de Fusion»), la Société Absorbante, en tant que société absorbante, et les Sociétés Absorbées, en tant que sociétés absorbées, ont projeté de fusionner conformément à la procédure de fusion par absorption simplifiée régie par les articles 278 et suivants de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée (les «Fusions»);

- qu'aucun actionnaire de la Société Absorbante n'a requis, pendant une période d'un (1) mois suivant la publication du Projet Commun de Fusion dans le Mémorial C, Recueil des Sociétés et Associations qu'une assemblée générale extraordinaire de la Société Absorbante soit convoquée en vue de se prononcer sur l'approbation des Fusions.

- que la Société Absorbante constate que les Fusions deviennent effectives à la date des présentes qui est plus d'un (1) mois après le jour de la publication du Projet Commun de Fusion dans le Mémorial C, Recueil des Sociétés et Associations et que la Fusion entraîne de plein droit la transmission universelle de l'ensemble du patrimoine actif et passif des Sociétés Absorbées à la Société Absorbante à la date de la présente;

- que comptablement les fusions sont réputées effective à partir du 01 Janvier 2014;

- que suite aux Fusion, les Sociétés Absorbées ont été dissoutes sans liquidation, les actions des Sociétés Absorbées ont été annulées et les livres et documents des Sociétés Absorbées sont conservés pendant la période légale (cinq (5) ans) au siège social de la Société Absorbante: 40, avenue Monterey, L-2163 Luxembourg, Grand-Duché de Luxembourg,
- que suite à la Fusion, la Société Absorbante continue d'exister en tant que personne morale,
- que le jour de publication du présent acte dans le Mémorial C, Recueil des Sociétés et Associations, la Fusion deviendra effective vis-à-vis des tiers.

Le notaire soussigné qui parle et comprend la langue anglaise, déclare par la présente que le présent acte est rédigé en langue anglaise, suivi d'une version française et qu'à la demande de la comparante et en cas de divergences entre les deux versions, la version anglaise primera.

Lecture du présent acte faite et interprétation donnée à la comparante, connue du notaire soussigné par son nom, prénom usuel, état et demeure, elle a signé avec Nous, notaire, le présent acte.

Dont acte, fait et passé à Luxembourg, date en tête des présentes,

Signé: Y. Lqoule et M. Schaeffer.

Enregistré à Luxembourg Actes Civils, le 9 septembre 2014. Relation: LAC/2014/41920. Reçu soixante-quinze euros Eur 75.-

Le Receveur ff. (signé): Carole FRISING.

POUR EXPEDITION CONFORME, délivrée à la demande de la prédite société, aux fins d'inscription au Registre de Commerce.

Luxembourg, le 12 septembre 2014.

Référence de publication: 2014142925/192.

(140162063) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

CS Real Estate Sicav-Sif I, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-2180 Luxembourg, 5, rue Jean Monnet.
R.C.S. Luxembourg B 178.987.

In the year two thousand and fourteen, on the eighteenth day of the month of August;

Before Us, Me Joseph ELVINGER, notary residing in Luxembourg (Grand Duchy of Luxembourg), undersigned;

was held

an extraordinary general meeting of the shareholders (the "Meeting") of CS Real Estate SICAV-SIF I, a public limited company (société anonyme) qualifying as an investment company with variable share capital - specialised investment fund (société d'investissement à capital variable - fonds d'investissement spécialisé), having its registered office at 5, rue Jean Monnet, L-2180 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Trade and Companies under number B 178987 and incorporated by notary Carlo WERSANDT, notary residing in Luxembourg, under the laws of the Grand Duchy of Luxembourg pursuant to a deed dated 12 July 2013 (the "Company") and whose articles of incorporation (the "Articles") have been published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial C") under number 1876 dated 3 August 2013, on page 90007. The articles of incorporation of the Company were last amended through a notarial deed dated 31 October 2013, drawn up by notary Carlo WERSANDT, aforementioned, and published in the Mémorial C, Recueil des Sociétés et Associations, number 2945, page 141326 of 22 November 2013.

The Meeting elected as chairman Mr. Guy REITER, Director, Credit Suisse Fund Management S.A., with professional address at L-2180 Luxembourg, 5, rue Jean Monnet.

The chairman appointed as secretary of the Meeting Ms. Jacqueline SIEBENALLER, Director, Credit Suisse Fund Management S.A., with professional address at L-2180 Luxembourg, 5, rue Jean Monnet.

The Meeting elects as scrutineer Ms. Nina EGELHOF, Vice President, Credit Suisse Fund Management S.A., with professional address at L-2180 Luxembourg, 5, rue Jean Monnet.

The bureau of the Meeting having thus been constituted, the chairman declared and requested the notary to state that:

I. The agenda of the Meeting is the following:

1. Amendments of Preliminary Title Definitions by adding a definition for "Designated Third Party" and amending the definitions of "U.S. Person" and "Well-Informed Investor";

2. Amendment of Article 7 "Issue of Shares", paragraph 12, by adding the wording "for whatever reason" in reference to subscription requests and to the discontinuation of the issue and sale of shares;

3. Insertion of a new Article 11 "U.S. Regulatory Matters" in order to update the articles of incorporation of the Company in line with the requirements of the U.S. Foreign Account Tax Compliance Act ("FATCA"), by introducing the requirement for the shareholders and investors of the Company to provide certain information required under FATCA, which may be disclosed by the Company or its management company to the U.S. internal revenue service ("IRS");

4. Renumbering of the articles of incorporation further to the introduction of the new Article 11;
5. Appointment of Mr Roger Baumann as member of the board of directors.

II. The shareholder present or represented, the proxy of the represented shareholder and the number of his shares are shown on an attendance list. This attendance list, signed *ne varietur* by the proxyholders of the represented shareholder, by the bureau of the Meeting and the notary, will remain annexed to the present deed to be filed at the same time with the registration authorities.

III. The present Meeting was convened by notices containing the agenda sent by registered mail on 7 August 2014 to the registered shareholders.

IV. The resolutions 1., 2., 3. and 4. on the agenda require a quorum of 50% of the share capital of the Company to be present or represented and may only be validly taken if approved by at least 2/3 of the votes cast at the Meeting. Resolution 5. requires simple majority of the votes cast.

V. It appears from the attendance list that, all the shares in issue as at 18 August 2014 are present or represented and that they represent 100% of the share capital of the Company.

VI. As a result of the foregoing, the present Meeting is regularly constituted and may validly deliberate on the items of the agenda.

After approval of the statements of the Chairman and having verified that it was regularly constituted, the Meeting passed, after deliberation, the following resolution by unanimous vote:

First resolution

The Meeting RESOLVES to amend the Preliminary Title Definitions which shall henceforth read as follows:

“Preliminary title. Definitions

1915 Law	means the Luxembourg law of 10 August 1915 on commercial companies, as the same may be amended from time to time
2007 Law	means the Luxembourg law of 13 February 2007 relating to specialised investment funds, as the same may be amended from time to time
2013 Law	Means the Luxembourg law of 12 July 2013 relating to alternative investment fund managers, as the same may be amended from time to time
Accounting Currency	means the currency of consolidation of the Company, the Euro
Adjusted Net Asset Value	means the Net Asset Value of the Company, a given Subfund or Class, adjusted in accordance with the INREV Guidelines for Non-Listed Real Estate Vehicles, calculated for the purpose of the issue and redemption of Shares; INREV adjustments have the purpose of better reflecting the economic value of the investment as it would be realized in a theoretical sale and may include, <i>inter alia</i> and as applicable, adjustments for transfer taxes and purchaser’s costs, fixed rate debt, deferred tax liabilities, set-up costs, acquisition expenses, contractual fees, fair value of derivatives held for hedging purposes, disposal or liquidation expenses and tax effects and minority interest effects of the adjustments
Adjusted Net Asset Value per Share	means the Adjusted Net Asset Value per Share, calculated for the purpose of the issue and redemption of Shares after the Initial Offer Period
Alternative Investment Fund Manager or AIFM	means the management company in its function as the alternative investment fund manager that may be appointed by the Company in accordance with article 21 of these Articles of Incorporation
AIFM Board	means the duly constituted board of managers of the AIFM
Articles of Incorporation	means these articles of incorporation of the Company as the same may be amended, supplemented and modified from time to time
Auditor of the Company	means the auditor of the Company qualifying as an independent auditor (<i>réviseur d’entreprises agréé</i>), as further described in article 26 of these Articles of Incorporation
Board of Directors	means the board of directors of the Company
Business Day	means a full bank business day in Luxembourg
Central Administration	means the central administration of the Company, acting in its capacity as central administration, registrar and transfer agent of the Company
Class(es)	means one or more classes of Shares that may be available in each Subfund, the assets of which shall be commonly invested according to the investment objective of that Subfund, but where amongst others a specific sales and/or redemption charge structure, fee structure, distribution policy, target, denomination currency or hedging policy shall be applied as further detailed in the Offering Memorandum

Closing	means a date determined by the AIFM by which subscription agreements in relation to the issuance of Shares of a Subfund have been received and accepted by the AIFM
Commitment	means the commitment to subscribe for Shares in a Subfund and/or Class up to a maximum amount, which an Investor has consented vis-à-vis to the Company pursuant to the terms of a subscription agreement entered into between the Investor and the Company
Company	means CS Real Estate SICAV-SIF I, a Luxembourg investment company with variable capital – specialised investment fund (société d'investissement à capital variable – fond d'investissement spécialisé) incorporated as a public limited liability company (société anonyme)
Company Documents	The Company Documents, including: (i) Offering Memorandum; (ii) Articles of Incorporation; and (iii) Annual reports issued by the Company from time to time
CSSF	means the Luxembourg supervisory authority of the financial sector, the Commission de Surveillance du Secteur Financier
Defaulting Investor	means any Investor declared defaulting by the AIFM in accordance with article 7 of these Articles of Incorporation
Depository	means the credit institution within the meaning of the Luxembourg law dated 5 April 1993 relating to the financial sector, as amended, that has been appointed as depository and paying agent of the Company
Designated Third Party Director	has the meaning ascribed to it in Article 11
External Valuer	means external valuer within the meaning of article 17 (4) a) of the 2013 Law
Investor	means a Well-Informed Investor, acting through its managing body or a legal representative, whose subscription agreement has been accepted by the Company or who has acquired any Unfunded Commitment and/or Shares from another Investor (for the avoidance of doubt, the term includes, where appropriate, any Shareholder)
Net Asset Value	means the net asset value of the Company, a given Subfund or Class as determined in accordance with article 12 of these Articles of Incorporation and the Offering Memorandum
Net Asset Value per Share	means the net asset value per Share of a Class in a Subfund and Class, as determined in accordance with article 12 of these Articles of Incorporation and the Offering Memorandum
Offering Memorandum	means the Offering Memorandum of the Company as the same may be amended, supplemented and modified from time to time
Organisational Expenses	means costs and expenses incurred by the Company, the AIFM and any of its Affiliates for the purposes of structuring, establishing and obtaining regulatory approvals for the Company and the relevant Subfunds, including (without limitation) legal fees and tax advisor fees incurred in the structuring of the Subfunds, the Subsidiaries and the Real Estate Investment Structures
Prohibited Person	means any person, corporation, limited liability company, trust, partnership, estate or other corporate body, if in the sole opinion of the AIFM, the holding of Shares of the relevant Subfund may be detrimental to the interests of the existing Shareholders or of the relevant Subfund, if it may result in a breach of any law or regulation, whether Luxembourg or otherwise, or if as a result thereof the relevant Subfund or any Subsidiary or Real Estate Investment Structure may become exposed to tax or other regulatory disadvantages (including without limitation causing the assets of the Company or a Subfund to be deemed to constitute "plan assets" for purposes of the U.S. Department of Labor Regulations under Employee Retirement Income Security Act of 1974, as amended), fines or penalties that it would not have otherwise incurred. The term "Prohibited Person" includes (i) any investor which does not meet the definition of Well-Informed Investors (ii) any investor resident in Switzerland that does not meet the definition of Swiss Qualified Investor or (iii) any U.S. Person
Real Estate	includes: - properties consisting of land and buildings; - property development projects - property related long-term interests such as surface ownership, lease-hold and options on real estate properties; and

	- any other meaning as given to the term by the Luxembourg supervisory authority and any applicable laws and regulations from time to time in Luxembourg
Real Estate Investment Structures	means investment structures of any kind and nature, in the form of a corporation, limited liability company, trust, partnership, estate, unincorporated association or any other entity having legal personality or not, whether listed or unlisted, being regulated or not, based in any jurisdiction, and established for the purpose of investing, directly or indirectly, in and financing any kind of Real Estate properties, developments and operations, including, for the avoidance of doubt, Real Estate investment funds of any kind and nature
Reference Currency	means the currency in which the Net Asset Value of each Subfund or Class is denominated, as specified for each Subfund in the Offering Memorandum
Share(s)	means a share of any Class of any Subfund in the capital of the Company, the details of which are specified in the Offering Memorandum. For the avoidance of doubt, reference to "Share(s)" includes references to any Class(es) when reference to specific Class(es) is not required
Shareholder(s)	means the holder of one or more Shares of any Class of any Subfund of the Company
Subfund	means any Subfund of the Company, the details of which are specified in the Offering Memorandum
Subsidiary	means any company or other entity controlled by the Company, either where the Company has, directly or indirectly, more than a fifty per cent (50%) ownership interest or otherwise controls the entity. In principle, the majority of the managers of the Subsidiaries will be composed of Directors of the Company or managers of the AIFM (or of one of its group companies) or the Investment Advisor of the relevant Subfund or members of the Credit Suisse Group. Where this is not possible (for example, but not limited to, due to reasons of local law) or not in the best interest of the Company to do so, and specifically in the exceptional case that a Real Estate Investment Structure qualifies as a Subsidiary, the Company will ensure that it otherwise has effective control over the Subsidiary's investment and divestment decisions for example through prior approval rights. Subsidiaries may be set up in order to organize the acquisition of investment instruments by a Subfund on its own account (for legal or taxation purposes). A Subsidiary can be any local or foreign corporation or partnership. It may not have any activity other than the holding of securities or investment instruments, which qualify under the Investment Objective and Policy. The participations in the Subsidiaries will be issued in registered form. The accounts of the Subsidiaries of the Company are audited by the Company's auditor's group, if required by the relevant laws and regulations
Unfunded Commitment	means the portion of an Investor's Commitment to subscribe for Shares in a Subfund under the subscription agreement between the Investor and the Company, which has not yet been drawn down and paid to the relevant Subfund
U.S. Person	means a national or resident of the United States of America or any of its territories, possessions or other areas subject to its jurisdiction, including the States and the Federal District of Columbia ("United States") (including any corporation, partnership or other entity created or organised in, or under the laws, of the United States or any political sub-division thereof), or any estate or trust, other than an estate or trust the income of which from sources outside the United States (which is not effectively connected with the conduct of a trade or business within the United States) is not included in gross income for the purpose of computing United States federal income tax, provided, however, that the term "U.S. person" shall not include a branch or agency of a United States bank or insurance company that is operating outside the United States as a locally regulated branch or agency engaged in the banking or insurance business and not solely for the purpose of investing in securities under the United States Securities Act 1933, as amended, including (but without restriction) as described in section 7701(a)(30) of the U.S. Internal Revenue Code of 1986, as amended
Valuation Day	means the calendar day determined by the AIFM for the calculation of the Net Asset Value per Share and the Adjusted Net Asset Value per Share of any Class of any of the Subfunds according to the Offering Memorandum; a valuation must be carried out at least once per year
Well-Informed Investor	means a well-informed investor within the meaning of article 2 of the 2007 Law, i.e. <ul style="list-style-type: none"> i. institutional investors, ii. professional investors, and

iii. any other type of investor, who has declared in writing that he is a well-informed investor, and either invests a minimum of EUR 125,000 or has an appraisal from a bank in the sense of the directive 2006/48/CE, another professional of the financial sector in the sense of the directive 2004/39/CE, or a management company in the sense of the directive 2009/65/CE certifying his ability to adequately understand the investment made in the Company.

The afore-mentioned conditions do not apply to the managers of the Company and any other person intervening in the management of the Company

Second resolution

The Meeting RESOLVES to amend Article 7 “Issue of Shares”, paragraph 12, which shall henceforth read as follows:

“The Company may reject any subscription in whole or in part for whatever reason, and the Board of Directors may, at any time and from time to time and for whatever reason without liability and without notice, discontinue the issue and sale of Shares of any Class in any one or more Subfunds.”

Third resolution

The Meeting RESOLVES to insert a new Article 11 “U.S. Regulatory Matters” which shall read as follows:

“ **Art. 1. U.S. Regulatory Matters.** Each Shareholder and each transferee of a Shareholder’s interest in any Subfund shall furnish (including by way of updates) to the Company, or any third party designated by the Company (a “Designated Third Party”), in such form and at such time as is reasonably requested by the Company (including by way of electronic certification) any information, representations, waivers and forms relating to the Shareholder (or the Shareholder’s direct or indirect owners or account holders) as shall reasonably be requested by the Company or the Designated Third Party to assist it in obtaining any exemption, reduction or refund of any withholding or other taxes imposed by any taxing authority or other governmental agency (including withholding taxes imposed pursuant to the Hiring Incentives to Restore Employment Act of 2010, or any similar or successor legislation or intergovernmental agreement, or any agreement entered into pursuant to any such legislation or intergovernmental agreement) upon the Company, amounts paid to the Company, or amounts allocable or distributable by the Company to such Shareholder or transferee. In the event that any Shareholder or transferee of a Shareholder’s interest fails to furnish such information, representations, waivers or forms to the Company or the Designated Third Party, the Company or the Designated Third Party shall have full authority to take any and all of the following actions:

- a) Withhold any taxes required to be withheld pursuant to any applicable legislation, regulations, rules or agreements;
- b) Redeem the Shareholder’s or transferee’s interest in any Subfund as set out in Article 8;
- c) Form and operate an investment vehicle organized in the United States that is treated as a “domestic partnership” for purposes of section 7701 of the Internal Revenue Code of 1986, as amended and transfer such Shareholder’s or transferee’s interest in any Subfund or interest in such Subfund assets and liabilities to such investment vehicle. If requested by the Company or the Designated Third Party, the Shareholder or transferee shall execute any and all documents, opinions, instruments and certificates as the Company or the Designated Third Party shall have reasonably requested or that are otherwise required to effectuate the foregoing. Each Shareholder hereby grants to the Company or the Designated Third Party a power of attorney, coupled with an interest, to execute any such documents, opinions, instruments or certificates on behalf of the Shareholder, if the Shareholder fails to do so.

The Company or the Designated Third Party may disclose information regarding any Shareholder (including any information provided by the Shareholder pursuant to this Article) to any person to whom information is required or requested to be disclosed by any taxing authority or other governmental agency including transfers to jurisdictions which do not have strict data protection or similar laws, to enable the Company to comply with any applicable law or regulation or agreement with a governmental authority. Each Shareholder hereby waives all rights it may have under applicable bank secrecy, data protection and similar legislation that would otherwise prohibit any such disclosure and warrants that each person whose information it provides (or has provided) to the Company or the Designated Third Party has been given such information, and has given such consent, as may be necessary to permit the collection, processing, disclosure, transfer and reporting of their information as set out in this Article and this paragraph.

The Company or the Designated Third Party may enter into agreements with any applicable taxing authority (including any agreement entered into pursuant to the Hiring Incentives to Restore Employment Act of 2010, or any similar or successor legislation or intergovernmental agreement) to the extent it determines such an agreement is in the best interest of the Company or any Shareholder.”

Fourth resolution

The Meeting RESOLVES to renumber the articles of the articles of incorporation further to the insertion of a new Article 11.

Fifth resolution

The Meeting RESOLVES to appoint Mr Roger Baumann as member of the board of directors of the Company with effect as of the present meeting.

Nothing else being on the agenda, and nobody wishing to address the Meeting, the meeting was closed.

Expenses

The expenses, costs, remuneration or charges in any form whatsoever which shall be borne by the Company as a result of the present deed are estimated at approximately thousand five hundred euros.

Statement

The undersigned notary who understands and speaks English, herewith states that at the request of the proxy-holders, these minutes are drafted in English.

WHEREOF, the present deed was drawn up in Luxembourg, at the date indicated at the beginning of the document.

After reading the present deed to the proxy-holders of the appearing party, acting as said before, known to the notary by name, first name, civil status and residence, the said proxyholders have signed with Us the notary the present deed.

Signé: G. REITER, J. SIEBENALLER, N. EGELHOF, J. ELVINGER.

Enregistré à Luxembourg A.C. le 20 août 2014. Relation: LAC/2014/39049. Reçu soixante-quinze euros (75.-€)

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME, délivrée à la société sur sa demande

Luxembourg, le 26 août 2014.

Référence de publication: 2014142054/284.

(140161647) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 septembre 2014.

GH Holding, Société à responsabilité limitée.

Siège social: L-1724 Luxembourg, 9B, boulevard du Prince Henri.

R.C.S. Luxembourg B 154.990.

Les statuts coordonnés de la société 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 10 juillet 2014.

Référence de publication: 2014099996/10.

(140118410) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2014.

Golden Key S.A., Société Anonyme.

Siège social: L-8530 Ell, 36, Haaptstrooss.

R.C.S. Luxembourg B 101.190.

Les comptes annuels au 31 décembre 2013 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: 2014099999/10.

(140119223) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2014.

QFI Luxembourg S.à r.l., Société à responsabilité limitée, (anc. SHCO 33 S.à r.l.).

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

R.C.S. Luxembourg B 168.445.

Statuts coordonnés, suite à l'assemblée générale extraordinaire reçue par Maître Francis KESSELER, notaire de résidence à Esch/Alzette, en date du 3 janvier 2014 déposés au registre de commerce et des sociétés de Luxembourg.

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

Esch/Alzette, le 3 février 2014.

Référence de publication: 2014101542/11.

(140121070) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 juillet 2014.

Asbury Park S. à r.l., Société à responsabilité limitée de titrisation.

Siège social: L-1855 Luxembourg, 51, avenue J.F. Kennedy.
R.C.S. Luxembourg B 129.383.

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DEMERGER PROPOSAL
11 SEPTEMBER 2014

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4. Information concerning the Demerger
5. Language

1. Introduction. The board of managers of ASBURY PARK S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated under the laws of the Grand Duchy of Luxembourg, with registered office at 51, avenue John F. Kennedy, L-1855 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 129.383 (the Existing Company), has decided:

(i) to initiate a demerger process in accordance with the provisions of section XV sub-section II of the act of 10 August 1915 on commercial companies, as amended (the Companies Act) whereby the Existing Company would transfer, without dissolution, part of its assets and liabilities (the Relevant Assets and Liabilities) to three newly incorporated private limited liability companies (sociétés à responsabilité limitée) (the New Companies) in exchange for the allocation to APOLLO EUROPEAN PRINCIPAL FINANCE FUND, L.P., the sole shareholder of the Existing Company (the Sole Shareholder), of shares in the New Companies (the Demerger); and

(ii) to draft the present demerger proposal (projet de scission) (this Proposal) in accordance with article 289 of the Companies Act.

The Relevant Assets and Liabilities would be transferred from the Existing Company to the New Companies at book value as set out in this Proposal by operation of law as at the date of completion of the Demerger, in accordance with article 303 of the Companies Act.

2. Characteristics of the Demerger.

2.1 Characteristics of the Existing Company and the New Companies (articles 289 (2) a) and 307 (2) and (3) of the Companies Act)

(a) The Existing Company is a private limited liability company (société à responsabilité limitée) incorporated under the laws of the Grand Duchy of Luxembourg, with registered office at 51, avenue John F. Kennedy, L-1855 Luxembourg, and registered with the Luxembourg Trade and Companies Register under number B 129.383.

The Existing Company was incorporated for an unlimited period on 20 June 2007 pursuant to a deed of Maître Jean Seckler, notary residing in Junglinster, published in the Mémorial C, Recueil des Sociétés et Associations, n° 1724 of 14 August 2007.

The Existing Company has a share capital of EUR 50,000 (fifty thousand euro) represented by 4,000 ordinary shares in registered form and without par value (the Shares).

The articles of association of the Existing Company will be fully restated as a result of the Demerger. The draft restated articles of association are attached to this Proposal as Schedule 1.

(b) The New Companies will be incorporated in the form of private limited liability companies (sociétés à responsabilité limitée) under the laws of the Grand Duchy of Luxembourg, with registered office at 51, avenue John F. Kennedy, L-1855 Luxembourg, and under the following names:

- (i) ASBURY PARK I S.à r.l.;
- (ii) ASBURY PARK II S.à r.l.; and
- (iii) ASBURY PARK III S.à r.l.

The draft incorporation deeds of the New Companies are attached to this Proposal as Schedule 2, Schedule 3 and Schedule 4.

The Schedules form part of this Proposal.

2.2 Description and allocation of the Relevant Assets and Liabilities between the New Companies (article 289 (2) h) of the Companies Act)

The Relevant Assets and Liabilities will be allocated at book value to the New Companies as follows:

(i) all the assets and liabilities allocated to compartment 1 of the Existing Company (i.e. relating to the “Spring” investment) will be allocated to ASBURY PARK I S.à r.l.;

(ii) all the assets and liabilities allocated to compartment 2 of the Existing Company (i.e. relating to the “Mora” investment) will be allocated to ASBURY PARK II S.à r.l.; and

(iii) all the assets and liabilities allocated to compartment 4 of the Existing Company (i.e. relating to the “Gamma” investment) will be allocated to ASBURY PARK III S.à r.l.

The assets and liabilities allocated to compartment 3 of the Existing Company (i.e. relating to the “Rioja” investment) and the assets and liabilities not allocated to any compartment will not be transferred to any of the New Companies.

2.3 Share exchange ratio (article 289 (2) b) of the Companies Act)

The share exchange ratio will be equal to:

(i) 1,000 new shares without par value in ASBURY PARK I S.à r.l. to be issued to the Sole Shareholder in exchange for the redemption of the 1,000 Shares allocated to compartment 1 of the Existing Company;

(ii) 1,000 new shares without par value in ASBURY PARK II S.à r.l. to be issued to the Sole Shareholder in exchange for the redemption of the 1,000 Shares allocated to compartment 2 of the Existing Company; and

(iii) 1,000 new shares without par value in ASBURY PARK III S.à r.l. to be issued to the Sole Shareholder in exchange for the redemption of the 1,000 Shares allocated to compartment 4 of the Existing Company.

2.4 Terms for the issuance and delivery of the shares in the New Companies and the date from which such shares will entitle the Sole Shareholder to the profit realised by the New Companies (article 289 (2) c) and d) of the Companies Act)

(a) The shares of the New Companies will be issued and delivered to the Sole Shareholder on the Completion Date (as defined below).

(b) The shares of the New Companies to be issued and delivered to the Sole Shareholder will be subject to all the provisions of the articles of association of the New Companies and will entitle the Sole Shareholder to the profit realised by the New Companies as of the Completion Date.

2.5 Completion of the Demerger

(a) The Demerger will become effective between the Existing Company and the New Companies on the date of the resolutions of the Sole Shareholder (the Resolutions) approving the Demerger as contemplated by this Proposal (the Completion Date).

(b) The Demerger will become effective vis-à-vis third parties on the date of the publication of the notarial deed recording the Resolutions in accordance with article 9 of the Companies Act.

2.6 Effective date of the Demerger for accounting purposes (article 289 (2) e) of the Companies Act)

For accounting purposes, the Demerger will be deemed to be effective as from 1 August 2014. Consequently, the operations performed by the Existing Company between 1 August 2014 and the Completion Date in relation to the Relevant Assets and Liabilities will for accounting purposes be retroactively considered as having been performed by each relevant New Company.

2.7 Rights conferred by the New Companies to shareholders having special rights and to holders of securities other than Shares, or measures proposed concerning them (article 289 (2) f) of the Companies Act)

(a) All the Shares being held by the Sole Shareholder, it is therefore not necessary to confer any special rights to the Sole Shareholder.

(b) Holders of securities other than the Shares will be given rights in the New Companies at least equivalent to those they possess in the Existing Company.

2.8 Special advantages granted to the members of the board of managers of the Existing Company (article 289 (2) g) of the Companies Act)

No special advantage will be granted to members of the board of managers of the Existing Company.

2.9 Allocation to the Sole Shareholder of the shares in the New Companies (article 289 (2) i) of the Companies Act)

The Sole Shareholder holding all the Shares, all the shares in the New Companies will be allocated to the Sole Shareholder. Therefore, in accordance with article 307 (5) of the Companies Act, the board of managers of the Existing Company does not need to draft any written report explaining this Proposal and this Proposal does not need to be reviewed by an independent expert.

3. Transfer of the Relevant Assets and Liabilities.

(a) In accordance with article 303 of the Companies Act, as a result of the Demerger;

(i) the Relevant Assets and Liabilities will be transferred to the New Companies by operation of law in accordance with clause 2.2;

(ii) the New Companies will be incorporated and all of their shares will be allocated to the Sole Shareholder; and

(iii) the Existing Company will continue to exist with a share capital of EUR 12,500 represented by 1,000 Shares, following the redemption of 3,000 Shares held by the Sole Shareholder and its articles of association will be fully restated.

(b) By way of exception to paragraph 3(a), the transfer of industrial and intellectual property rights and of ownership or other rights on assets other than collateral established on movable and immovable property will be enforceable against third parties upon fulfilment of the conditions provided for in the specific laws governing such operations.

4. Information concerning the Demerger. The documents referred to in article 295 (1), a) and b) of the Companies Act, will be available at least during the one-month period preceding the Completion Date, for inspection by the Sole Shareholder at the registered offices of the Existing Company.

5. Language. This Proposal is drafted in English, followed by a French translation; in case of discrepancies between the English and the French texts, the English version will prevail.

Signed on 11 September 2014 in Luxembourg in one original.

Signature
Manager

SCHEDULE 1. Draft Restated Articles of Association of Asbury Park S.à r.l.

“I. Name - Registered office - Object - Duration

Art. 1. Name. The name of the company is “ASBURY PARK S.à r.l.” (the Company).

The Company is a private limited liability company (société à responsabilité limitée) which shall have the status of a securitisation company (société de titrisation) within the meaning of the law of March 22, 2004 on securitisation (the Securitization Law) and shall be subject to and governed by the Securitisation Law, the law of August 10, 1915 on commercial companies, as amended (the Companies Law) as well as by the present articles of association (the Articles).

Art. 2. Registered office.

2.1. The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg. It may be transferred within the municipality by a resolution of the board of managers (the Board). The registered office may be transferred to any other place in the Grand Duchy of Luxembourg by a resolution of the shareholders, acting in accordance with the conditions prescribed for the amendment of the Articles.

2.2. Branches, subsidiaries or other offices may be established in the Grand Duchy of Luxembourg or abroad by a resolution of the Board. Where the Board determines that extraordinary political or military developments or events have occurred or are imminent and that these developments or events may interfere with the normal activities of the Company at its registered office, or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these circumstances. Such temporary measures have no effect on the nationality of the Company, which, notwithstanding the temporary transfer of its registered office, remains a Luxembourg incorporated company.

Art. 3. Corporate object. The exclusive purpose of the Company is to enter into one or more securitisation transactions within the meaning of the Securitisation Law and the Company may, in this context, assume risks, existing or future, relating to the holding of assets, whether movable or immovable, tangible or intangible, as well as risks resulting from the obligations assumed by third parties or relating to all or part of the activities of third parties, in one or more transactions or on a continuous basis. The Company may assume those risks by acquiring the assets, guaranteeing the obligations or by committing itself in any other way. The Company may issue shares, notes, bonds, debentures and any kind of equity or debt securities whose value or yield depend on those risks. The Company may borrow in any form within the limits of the Securitisation Law.

The Company may, in this same context, acquire, invest in, hold and dispose of loans, stocks, bonds, debentures, obligations, notes, advances, shares, and other securities in compliance with the provisions of the Securitisation Law and the Companies Law, it being understood that the Company may not issue securities to the public.

The Company may give guarantees and grant pledges, mortgages or any other types of security interests over all or some of its assets within the limits of the Securitisation Law.

The Company may freely dispose of, and assign its assets on such terms as determined by the Board.

The Company may open one or several compartments in accordance with article 7 of these Articles.

The Company may perform all legal, commercial, technical and financial investments or operations and in general, all transactions which are necessary or useful to fulfil and develop its purpose, as well as, all operations connected directly or indirectly to facilitating the accomplishment of its purpose in all areas described above.

Art. 4. Duration.

4.1 The Company is formed for an unlimited duration.

4.2 The Company is not dissolved by reason of the death, suspension of civil rights, incapacity, insolvency, bankruptcy or any similar event affecting one or several shareholders.

II. Capital - Shares

Art. 5. Capital.

5.1. The share capital is set at twelve thousand five hundred euros (EUR 12,500) represented by one thousand (1,000) ordinary shares in registered form and without par value (the Shares), all subscribed and fully paid-up.

The Shares may be expressed as being exclusively related to one or more specific Compartments of the Company by a resolution of the General Meeting.

Each holder of Share(s) is hereinafter individually referred to as a Shareholder and collectively to as the Shareholders.

5.2. The share capital may be increased or decreased in one or several times by a resolution of the General Meeting, adopted in accordance with the conditions prescribed for the amendment of the Articles.

Art. 6. Shares.

6.1. Without prejudice to the provisions of articles 7 and 17 below, each Share entitles its holder to a fraction of the corporate assets and profits of the Company in direct proportion to the number of Shares in existence or, in the event the Company has established Compartments, to a fraction of the corporate assets and profits of the Compartment to which they relate and are allocated, in direct proportion to the number of Shares relating to each Compartment.

6.2. Towards the Company, the Shares are indivisible and the Company recognizes only one (1) owner per Share. Joint co-owners must appoint a sole person as their representative towards the Company.

6.3. Shares are freely transferable among Shareholders or if there is no more than one Shareholder, to third parties.

Where the Company has more than one Shareholder, the transfer of Shares (inter vivos) to non-Shareholders is subject to the prior approval of the General Meeting, representing at least three quarters of the share capital of the Company.

A transfer of Share(s) is only binding upon the Company or third parties following a notification to, or acceptance by, the Company in accordance with article 1690 of the civil code. For all other matters, reference is being made to articles 189 and 190 of the Companies Law.

If the Company has established one or more Compartment(s) (as defined in article 7 below), this article 6.3. shall apply mutatis mutandis within each Compartment, as a result of which transfers between holders of Shares exclusively related to one Compartment to holders of Shares exclusively related to another Compartment will not be free and are subject to the prior approval of the General Meeting as set out above.

6.4. A register of Shareholders is kept at the registered office of the Company and may be examined by each Shareholder upon request.

6.5. All Shares which have been allocated to one or more specific Compartments of the Company are redeemable shares. The redemption of the Shares of a given Compartment can only be made by using sums available for distribution in accordance with the Companies Law (distributable funds including the share premium account(s) of the relevant Compartment) and which are the proceeds of the partial or total disposal of the assets of the relevant Compartment and/or other income of the relevant Compartment. The Shares that have been redeemed shall be immediately suspended and as such bear no voting rights, and shall have no rights to receive any dividends or liquidation proceeds. The Shareholders agree that the redemption of the Shares of a given Compartment made in accordance with the provisions hereof respects their right to equal treatment by the Company.

6.6. The share capital of the Company may be increased or reduced in one or more times by a resolution of the General Meeting, adopted in the manner required for amendment of these Articles.

Art. 7. Compartments.

7.1. The Board may create one or more compartments within the Company (the Compartment or the Compartments). Each Compartment shall, unless otherwise provided for in the resolution of the Board creating such Compartment, correspond to a distinct part of its assets and liabilities. The resolution of the Board creating one or more Compartments within the Company, as well as any subsequent amendments thereto, shall be binding as of the date of such resolution against any Shareholder and third party.

7.2. As between Shareholders, investors and creditors, each Compartment of the Company shall be treated as a separate entity. Rights of Shareholders, investors and creditors of the Company that (i) have, when coming into existence, been designated as relating to a Compartment or (ii) have arisen in connection with the creation, the operation or the liquidation of a Compartment are, except if otherwise provided for in the resolution of the Board having created the relevant Compartment, strictly limited to the assets of that Compartment and which shall be exclusively available to satisfy such shareholders, investors and creditors. Creditors, investors and Shareholders of the Company whose rights are not related to a specific Compartment of the Company shall have no rights to the assets of any such Compartment.

7.3. Unless otherwise provided for in the resolution of the Board having created such Compartment, no resolution of the Board may be taken to amend the resolution having created such Compartment or to take any other decision directly affecting the rights of the Shareholders, investors or creditors whose rights relate to such Compartment without the prior approval of all Shareholders, investors or creditors whose rights relate to this Compartment. Any decision of the Board taken in breach of this provision shall be void.

7.4. Each Compartment of the Company may be separately liquidated without such liquidation resulting in the liquidation of another Compartment or of the Company itself.

The Company may, in accordance with the provisions of the Securitization Law and the Companies Law, issue debt or equity securities whose value or yield is linked to specific Compartments, assets or risks, or whose repayment is subject to the repayment of other instruments, certain claims or certain categories of shares.

III. Management - Representation

Art. 8. Appointment and removal of managers.

8.1. The Company is managed by one or more managers appointed by a resolution of the General Meeting, which sets the term of their office. The managers need not be Shareholders.

8.2. If several managers are appointed, they constitute the board of managers, composed of one (1) or several class A managers and one (1) or several class B managers. The Board may appoint a chairman among its members. The chairman (if any is appointed) must be a Luxembourg resident.

8.3 The managers may be removed at any time (with or without cause) by a resolution of the General Meeting.

Art. 9. Board of managers.

9.1. Powers of the board of managers

(i) All powers not expressly reserved to the Shareholder(s) by the Companies Law or the Articles fall within the competence of the Board, who has all powers to carry out and approve all acts and operations consistent with the corporate object.

(ii) Special and limited powers may be delegated for specific matters to one or more agents by the Board.

(iii) The Board may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorized signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose to one or several physical persons or corporate entities, which need not be members of the Board, who shall have the powers determined by the Board and who may, if the Board so authorizes, sub-delegate their powers. Such persons may be appointed in relation to one or more specific Compartments of the Company.

The Company may enter with any Luxembourg or foreign company into management or advisory agreements according to which the above mentioned company or any other company previously approved by it will supply the Company with recommendations and advice with respect to the conduct of the Company's business and the accomplishment of its purpose, and according to which such company may, on a day-to-day basis and subject to the overall control and ultimate responsibility of the Board of the Company, manage the Company's assets in accordance with the Securitisation Law. The management or advisory agreements shall contain the rules governing the modification or expiration of such agreements which are otherwise concluded for an unlimited period. Such management or advisory agreements may be entered into in relation to one or more specific Compartments of the Company.

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

9.2. Procedure

(i) The Board meets upon the request of any two (2) managers, the chairman of the Board or the external auditor(s) of the Company, at the place indicated in the convening notice which, in principle, is in Luxembourg.

(ii) Written notice of any meeting of the Board is given to all managers at least twenty-four (24) hours in advance, except in case of emergency, the nature and circumstances of which are set forth in the notice of the meeting.

(iii) No notice is required if all members of the Board are present or represented and if they state to have full knowledge of the agenda of the meeting. Notice of a meeting may also be waived by a manager, either before or after a meeting. Separate written notices are not required for meetings that are held at times and places indicated in a schedule previously adopted by the Board.

(iv) A manager may grant a power of attorney to another manager in order to be represented at any meeting of the Board.

(v) The Board can validly deliberate and act only if a majority of its members is present or represented and at least one (1) class A manager and at least one (1) class B manager are present or represented. Resolutions of the Board are validly taken by a majority of the votes the majority of the votes cast, provided that no resolution shall validly be passed unless it is approved by at least one (1) class A manager and at least one (1) class B manager. The chairman (if any is appointed) will have a casting vote in the event of tie. The resolutions of the Board are recorded in minutes signed by the chairman of the meeting or, if no chairman has been appointed, by a class A manager and a class B manager or by all the managers present or represented.

(vi) Any manager may participate in any meeting of the Board by telephone or video conference or by any other means of communication allowing all the persons taking part in the meeting to identify, hear and speak to each other. The participation by these means is deemed equivalent to a participation in person at a meeting duly convened and held.

(vii) Circular resolutions signed by all the managers (the Managers Circular Resolutions), are valid and binding as if passed at a Board meeting duly convened and held and bear the date of the last signature.

9.3. Representation

(i) The Company is bound towards third parties in all matters by the sole signature of the sole manager or, if several managers have been appointed, by the joint signatures of one (1) class A manager and one (1) class B manager.

(ii) The Company is also bound towards third parties by the signature of any persons to whom special powers have been delegated.

Art. 10. Sole manager.

10.1 If the Company is managed by a sole manager, any reference in the Articles to the Board is to be read as a reference to such sole manager, as appropriate.

10.2 The Company is bound towards third parties by the signature of the sole manager.

10.3. The Company is also bound towards third parties by the signature of any persons to whom special powers have been delegated.

Art. 11. Liability of the managers. The managers may not, by reason of their mandate, be held personally liable for any commitments validly made by them in the name of the Company, provided such commitments comply with the Articles, the Securitization Law and the Companies Law.

IV. Shareholder(s)**Art. 12. General meetings of Shareholders and Shareholders circular resolutions.**

12.1. Powers and voting rights

(i) Resolutions of the Shareholders are adopted at a general meeting of Shareholders (the General Meeting) or by way of circular resolutions (the Shareholders Circular Resolutions).

(ii) Where resolutions are to be adopted by way of Shareholders Circular Resolutions, the text of the resolutions is sent to all the Shareholders, in accordance with the Articles. Shareholders Circular Resolutions signed by all the Shareholders are valid and binding as if passed at a General Meeting duly convened and held and bear the date of the last signature.

(iii) Each Share entitles to one (1) vote.

12.2. Notices, quorum, majority and voting procedures

(i) The Shareholders are convened to General Meetings or consulted in writing at the initiative of any manager, external auditor or Shareholders representing more than one-half of the share capital.

(ii) Written notice of any General Meeting is given to all Shareholders at least eight (8) days in advance of the date of the meeting, except in case of emergency, the nature and circumstances of which are set forth in the notice of the meeting.

(iii) General Meetings are held at such place and time specified in the notices.

(iv) If all the Shareholders are present or represented and consider themselves as duly convened and informed of the agenda of the meeting, the General Meeting may be held without prior notice.

(v) A Shareholder may grant a written power of attorney to another person, whether or not a Shareholder, in order to be represented at any General Meeting.

(vi) Resolutions to be adopted at General Meetings or by way of Shareholders Circular Resolutions are passed by Shareholders owning more than one-half of the share capital. If this majority is not reached at the first General Meeting or first written consultation, the shareholders are convened by registered letter to a second General Meeting or consulted a second time and the resolutions are adopted at the General Meeting or by Shareholders Circular Resolutions by a majority of the votes cast, regardless of the proportion of the share capital represented.

(vii) The Articles are amended with the consent of a majority (in number) of Shareholders owning at least three-quarters of the share capital.

(viii) Any change in the nationality of the Company and any increase of a Shareholder's commitment in the Company require the unanimous consent of the shareholders.

Art. 13. Sole Shareholder.

13.1 Where the number of Shareholders is reduced to one (1), the sole Shareholder exercises all powers conferred by the Companies Law to the General Meeting.

13.2. Any reference in the Articles to the Shareholders and the General Meeting or to Shareholders Circular Resolutions is to be read as a reference to such sole shareholder or the resolutions of the latter, as appropriate.

13.3. The resolutions of the sole Shareholder are recorded in minutes or drawn up in writing.

Art. 14. Specific Compartments.

14.1. The Shareholders holding Shares allocated to a specific Compartment of the Company may, at any time, hold general meetings to decide on any matters which relate exclusively to such Compartment.

14.2. The Shareholders holding Shares allocated to other Compartments of the Company or the Shareholders holding Shares not allocated to a specific Compartment of the Company may attend, but shall not be entitled to vote at such meetings.

14.3. Unless otherwise provided herein, the provisions of article 12 shall apply mutatis mutandis to such meetings.

V. Annual accounts - Allocation of profits - Supervision**Art. 15. Financial year and approval of annual accounts.**

15.1. The financial year begins on the first (1) of January and ends on the thirty-first (31) of December of each year.

15.2. Each year, the Board prepares the balance sheet and the profit and loss account, as well as an inventory indicating the value of the Company's assets and liabilities, with an annex summarizing the Company's commitments and the debts of the manager(s) and Shareholders towards the Company.

15.3. Each Shareholder may inspect the inventory and the balance sheet at the registered office.

15.4. The balance sheet and profit and loss account are approved at the annual General Meeting or by way of Shareholders Circular Resolutions within six (6) months from the closing of the financial year.

15.5. From the annual net profits of the Company, five per cent (5%) shall be allocated to the reserve required by law. This allocation shall cease to be required as soon as such legal reserve amounts to ten per cent (10%) of the capital of the Company as stated or as increased or reduced from time to time as provided in article 5 of these Articles.

Art. 16. External Auditors. The accounts of Company shall be audited by an external auditor (réviseur d'entreprises agréé) to be appointed by the Board in accordance with article 48 of the Securitisation Law.

Art. 17. Profits.

17.1 In addition of the accounts held by the Company in accordance with the Companies Law and normal accounting, the Company shall determine at the end of each financial year, on separate accounts, a result for each Compartment which will be determined as follows:

The result of each Compartment will consist in the balance of all income, profits or other receipts paid or due in any other manner in relation to the relevant Compartment (including capital gains, liquidation surplus and dividends distribution) and the amount of the expenses, losses taxes and other transfers of funds incurred by the Company during this exercise and which can regularly and reasonably be attributed to the management, operation of such Compartment (including fees, costs, corporate income tax on capital gain and expenses relating to dividend distribution).

All income and expenses not attributed to any specific Compartment shall be allocated to all the Company's Compartments on a pro rata basis,

17.2. The Shareholder(s) will approve such separate accounts simultaneously with the accounts held by the Company in accordance with the Companies Law and normal practice. The eventual excess of the total of the credits on the total of the debits on each of these accounts shall be distributed as dividends to the Shares of the corresponding Compartment in accordance with the Securitisation Law.

17.3. To the extent permitted by the Companies Law, the Board may pay out an advance payment on dividends.

17.4 The final dividend with respect to a financial year must be declared by a resolution of the General Meeting, taking into consideration any advance payment on dividends declared by the Board with respect to the same financial year.

17.5. Each Shareholder who is entitled to receive a final dividend or, as the case may be, an advance payment on dividends may decide that said dividend shall accrue and be paid on a later date.

17.6. Interim dividends may be distributed, at any time, under the following conditions:

(i) interim accounts are drawn up by the Board;

(ii) these interim accounts show that sufficient profits and other reserves (including share premium) are available for distribution; it being understood that the amount to be distributed may not exceed profits made since the end of the last financial year for which the annual accounts have been approved, if any, increased by carried forward profits and distributable reserves, and decreased by carried forward losses and sums to be allocated to the legal reserve;

(iii) the decision to distribute interim dividends must be taken by the Board within two (2) months from the date of the interim accounts;

(iv) the rights of the creditors of the Company are not threatened, taking into account the assets of the Company; and

(v) where the interim dividends paid exceed the distributable profits at the end of the financial year, the Shareholders must refund the excess to the Company.

The Board may decide to pay interim dividends to the Shares of a specific Compartment on the basis of a statement of accounts prepared by the Board showing that sufficient funds are available for distribution in this Compartment, it being understood that the amount to be distributed may not exceed the realized profits deriving from the associated Compartment since the end of the last fiscal year, increased by carried forward profits and distributable reserves, but decreased by carried forward losses and sums to be allocated to a reserve to be established by the Companies Law, the Securitization Law or by these Articles. For the avoidance of any doubt, the Board may decide to pay interim dividends to the Sharers of a specific Compartment under the above conditions and even if there are losses in other Compartments.

17.7. The General Meeting may decide to distribute stock dividends in lieu of cash dividends upon such terms and conditions as prescribed by the General Meeting.

VI. Dissolution - Liquidation

Art. 18. Liquidation of Compartments. Without prejudice to the provisions contained in Article 7 (Compartments), and subject to the authorization of the General Meeting which may be required when the Articles, each Compartment of the Company may be put into liquidation and its Shares redeemed by a decision of the Board.

Art. 19. Liquidation of the Company.

19.1. The Company may be dissolved at any time, by a resolution of the General Meeting, adopted by one-half of the Shareholders holding three-quarters of the share capital. The Shareholders appoint one or several liquidators, who need not be Shareholders, to carry out the liquidation and determine their number, powers and remuneration. Unless otherwise decided by the General Meeting, the liquidators have the broadest powers to realize the assets and pay the liabilities of the Company.

19.2. The surplus after the realization of the assets of a specific Compartment and the payment of the liabilities is distributed to the holders of Shares allocated to such Compartment in proportion to the Shares held by each of them.

VII. General Provisions

20. Notices and communications are made or waived and the Managers Circular Resolutions as well as the Shareholders Circular Resolutions are evidenced in writing, by telegram, telefax, e-mail or any other means of electronic communication.

21. Powers of attorney are granted by any of the means described above. Powers of attorney in connection with Board meetings may also be granted by a manager in accordance with such conditions as may be accepted by the Board.

22. Signatures may be in handwritten or electronic form, provided they fulfil all legal requirements to be deemed equivalent to handwritten signatures. Signatures of the Managers Circular Resolutions or the Shareholders Circular Resolutions, as the case may be, are affixed on one original or on several counterparts of the same document, all of which taken together constitute one and the same document.

23. All matters not expressly governed by the Articles are determined in accordance with the Securitization law, the Companies Law and, subject to any non waivable provisions of the law, any agreement entered into by the shareholders from time to time.”

SCHEDULE 2.

Draft Incorporation Deed of Asbury Park I S.à r.l.

The Sole Shareholder resolves to incorporate ASBURY PARK I S.à r.l. as a private limited liability company (société à responsabilité limitée) and requests the undersigned notary to record the following articles of association:

“I. Name - Registered office - Object - Duration

Art. 1. Name. The name of the company is “ASBURY PARK I S.à r.l.” (the Company).

The Company is a private limited liability company (société à responsabilité limitée) which shall have the status of a securitisation company (société de titrisation) within the meaning of the law of March 22, 2004 on securitisation (the Securitization Law) and shall be subject to and governed by the Securitisation Law, the law of August 10, 1915 on commercial companies, as amended (the Companies Law) as well as by the present articles of association (the Articles).

Art. 2. Registered office.

2.1. The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg. It may be transferred within the municipality by a resolution of the board of managers (the Board). The registered office may be transferred to any other place in the Grand Duchy of Luxembourg by a resolution of the shareholders, acting in accordance with the conditions prescribed for the amendment of the Articles.

2.2. Branches, subsidiaries or other offices may be established in the Grand Duchy of Luxembourg or abroad by a resolution of the Board. Where the Board determines that extraordinary political or military developments or events have occurred or are imminent and that these developments or events may interfere with the normal activities of the Company at its registered office, or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these circumstances. Such temporary measures have no effect on the nationality of the Company, which, notwithstanding the temporary transfer of its registered office, remains a Luxembourg incorporated company.

Art. 3. Corporate object. The exclusive purpose of the Company is to enter into one or more securitisation transactions within the meaning of the Securitisation Law and the Company may, in this context, assume risks, existing or future, relating to the holding of assets, whether movable or immovable, tangible or intangible, as well as risks resulting from the obligations assumed by third parties or relating to all or part of the activities of third parties, in one or more transactions or on a continuous basis. The Company may assume those risks by acquiring the assets, guaranteeing the obligations or by committing itself in any other way. The Company may issue shares, notes, bonds, debentures and any kind of equity or debt securities whose value or yield depend on those risks. The Company may borrow in any form within the limits of the Securitisation Law.

The Company may, in this same context, acquire, invest in, hold and dispose of loans, stocks, bonds, debentures, obligations, notes, advances, shares, and other securities in compliance with the provisions of the Securitisation Law and the Companies Law, it being understood that the Company may not issue securities to the public.

The Company may give guarantees and grant pledges, mortgages or any other types of security interests over all or some of its assets within the limits of the Securitisation Law.

The Company may freely dispose of, and assign its assets on such terms as determined by the Board.

The Company may open one or several compartments in accordance with article 7 of these Articles.

The Company may perform all legal, commercial, technical and financial investments or operations and in general, all transactions which are necessary or useful to fulfil and develop its purpose, as well as, all operations connected directly or indirectly to facilitating the accomplishment of its purpose in all areas described above.

Art. 4. Duration.

4.1 The Company is formed for an unlimited duration.

4.2 The Company is not dissolved by reason of the death, suspension of civil rights, incapacity, insolvency, bankruptcy or any similar event affecting one or several shareholders.

II. Capital - Shares

Art. 5. Capital.

5.1. The share capital is set at twelve thousand five hundred euro (EUR 12,500) represented by one thousand (1,000) ordinary shares in registered form and without par value (the Shares), all subscribed and fully paid-up.

The Shares may be expressed as being exclusively related to one or more specific Compartments of the Company by a resolution of the General Meeting.

Each holder of Share(s) is hereinafter individually referred to as a Shareholder and collectively to as the Shareholders.

5.2. The share capital may be increased or decreased in one or several times by a resolution of the General Meeting, adopted in accordance with the conditions prescribed for the amendment of the Articles.

Art. 6. Shares.

6.1. Without prejudice to the provisions of articles 7 and 17 below, each Share entitles its holder to a fraction of the corporate assets and profits of the Company in direct proportion to the number of Shares in existence or, in the event the Company has established Compartments, to a fraction of the corporate assets and profits of the Compartment to which they relate and are allocated, in direct proportion to the number of Shares relating to each Compartment.

6.2. Towards the Company, the Shares are indivisible and the Company recognizes only one (1) owner per Share. Joint co-owners must appoint a sole person as their representative towards the Company.

6.3. Shares are freely transferable among Shareholders or if there is no more than one Shareholder, to third parties.

Where the Company has more than one Shareholder, the transfer of Shares (inter vivos) to non-Shareholders is subject to the prior approval of the General Meeting, representing at least three quarters of the share capital of the Company.

A transfer of Share(s) is only binding upon the Company or third parties following a notification to, or acceptance by, the Company in accordance with article 1690 of the civil code. For all other matters, reference is being made to articles 189 and 190 of the Companies Law.

If the Company has established one or more Compartment(s) (as defined in article 7 below), this article 6.3. shall apply mutatis mutandis within each Compartment, as a result of which transfers between holders of Shares exclusively related to one Compartment to holders of Shares exclusively related to another Compartment will not be free and are subject to the prior approval of the General Meeting as set out above.

6.4. A register of Shareholders is kept at the registered office of the Company and may be examined by each Shareholder upon request.

6.5. All Shares which have been allocated to one or more specific Compartments of the Company are redeemable shares. The redemption of the Shares of a given Compartment can only be made by using sums available for distribution in accordance with the Companies Law (distributable funds including the share premium account(s) of the relevant Compartment) and which are the proceeds of the partial or total disposal of the assets of the relevant Compartment and/or other income of the relevant Compartment. The Shares that have been redeemed shall be immediately suspended and as such bear no voting rights, and shall have no rights to receive any dividends or liquidation proceeds. The Shareholders agree that the redemption of the Shares of a given Compartment made in accordance with the provisions hereof respects their right to equal treatment by the Company.

6.6. The share capital of the Company may be increased or reduced in one or more times by a resolution of the General Meeting, adopted in the manner required for amendment of these Articles.

Art. 7. Compartments.

7.1. The Board may create one or more compartments within the Company (the Compartment or the Compartments). Each Compartment shall, unless otherwise provided for in the resolution of the Board creating such Compartment, correspond to a distinct part of its assets and liabilities. The resolution of the Board creating one or more Compartments within the Company, as well as any subsequent amendments thereto, shall be binding as of the date of such resolution against any Shareholder and third party.

7.2. As between Shareholders, investors and creditors, each Compartment of the Company shall be treated as a separate entity. Rights of Shareholders, investors and creditors of the Company that (i) have, when coming into existence, been designated as relating to a Compartment or (ii) have arisen in connection with the creation, the operation or the liquidation of a Compartment are, except if otherwise provided for in the resolution of the Board having created the relevant Compartment, strictly limited to the assets of that Compartment and which shall be exclusively available to satisfy such shareholders, investors and creditors. Creditors, investors and Shareholders of the Company whose rights are not related to a specific Compartment of the Company shall have no rights to the assets of any such Compartment.

7.3. Unless otherwise provided for in the resolution of the Board having created such Compartment, no resolution of the Board may be taken to amend the resolution having created such Compartment or to take any other decision directly affecting the rights of the Shareholders, investors or creditors whose rights relate to such Compartment without the prior approval of all Shareholders, investors or creditors whose rights relate to this Compartment. Any decision of the Board taken in breach of this provision shall be void.

7.4. Each Compartment of the Company may be separately liquidated without such liquidation resulting in the liquidation of another Compartment or of the Company itself.

The Company may, in accordance with the provisions of the Securitization Law and the Companies Law, issue debt or equity securities whose value or yield is linked to specific Compartments, assets or risks, or whose repayment is subject to the repayment of other instruments, certain claims or certain categories of shares.

III. Management - Representation

Art. 8. Appointment and removal of managers.

8.1. The Company is managed by one or more managers appointed by a resolution of the General Meeting, which sets the term of their office. The managers need not be Shareholders.

8.2. If several managers are appointed, they constitute the board of managers, composed of one (1) or several class A managers and one (1) or several class B managers. The Board may appoint a chairman among its members. The chairman (if any is appointed) must be a Luxembourg resident.

8.3 The managers may be removed at any time (with or without cause) by a resolution of the General Meeting.

Art. 9. Board of managers.

9.1. Powers of the board of managers

(i) All powers not expressly reserved to the Shareholder(s) by the Companies Law or the Articles fall within the competence of the Board, who has all powers to carry out and approve all acts and operations consistent with the corporate object.

(ii) Special and limited powers may be delegated for specific matters to one or more agents by the Board.

(iii) The Board may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorized signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose to one or several physical persons or corporate entities, which need not be members of the Board, who shall have the powers determined by the Board and who may, if the Board so authorizes, sub-delegate their powers. Such persons may be appointed in relation to one or more specific Compartments of the Company.

The Company may enter with any Luxembourg or foreign company into management or advisory agreements according to which the above mentioned company or any other company previously approved by it will supply the Company with recommendations and advice with respect to the conduct of the Company's business and the accomplishment of its purpose, and according to which such company may, on a day-to-day basis and subject to the overall control and ultimate responsibility of the Board of the Company, manage the Company's assets in accordance with the Securitisation Law. The management or advisory agreements shall contain the rules governing the modification or expiration of such agreements which are otherwise concluded for an unlimited period. Such management or advisory agreements may be entered into in relation to one or more specific Compartments of the Company.

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

9.2. Procedure

(i) The Board meets upon the request of any two (2) managers, the chairman of the Board or the external auditor(s) of the Company, at the place indicated in the convening notice which, in principle, is in Luxembourg.

(ii) Written notice of any meeting of the Board is given to all managers at least twenty-four (24) hours in advance, except in case of emergency, the nature and circumstances of which are set forth in the notice of the meeting.

(iii) No notice is required if all members of the Board are present or represented and if they state to have full knowledge of the agenda of the meeting. Notice of a meeting may also be waived by a manager, either before or after a meeting. Separate written notices are not required for meetings that are held at times and places indicated in a schedule previously adopted by the Board.

(iv) A manager may grant a power of attorney to another manager in order to be represented at any meeting of the Board.

(v) The Board can validly deliberate and act only if a majority of its members is present or represented and at least one (1) class A manager and at least one (1) class B manager are present or represented. Resolutions of the Board are validly taken by a majority of the votes the majority of the votes cast, provided that no resolution shall validly be passed unless it is approved by at least one (1) class A manager and at least one (1) class B manager. The chairman (if any is appointed) will have a casting vote in the event of tie. The resolutions of the Board are recorded in minutes signed by the chairman of the meeting or, if no chairman has been appointed, by a class A manager and a class B manager or by all the managers present or represented.

(vi) Any manager may participate in any meeting of the Board by telephone or video conference or by any other means of communication allowing all the persons taking part in the meeting to identify, hear and speak to each other. The participation by these means is deemed equivalent to a participation in person at a meeting duly convened and held.

(vii) Circular resolutions signed by all the managers (the Managers Circular Resolutions), are valid and binding as if passed at a Board meeting duly convened and held and bear the date of the last signature.

9.3. Representation

(i) The Company is bound towards third parties in all matters by the sole signature of the sole manager or, if several managers have been appointed, by the joint signatures of one (1) class A manager and one (1) class B manager.

(ii) The Company is also bound towards third parties by the signature of any persons to whom special powers have been delegated.

Art. 10. Sole manager.

10.1 If the Company is managed by a sole manager, any reference in the Articles to the Board is to be read as a reference to such sole manager, as appropriate.

10.2 The Company is bound towards third parties by the signature of the sole manager.

10.3. The Company is also bound towards third parties by the signature of any persons to whom special powers have been delegated.

Art. 11. Liability of the managers. The managers may not, by reason of their mandate, be held personally liable for any commitments validly made by them in the name of the Company, provided such commitments comply with the Articles, the Securitization Law and the Companies Law.

IV. Shareholder(s)

Art. 12. General meetings of Shareholders and Shareholders circular resolutions.

12.1. Powers and voting rights

(i) Resolutions of the Shareholders are adopted at a general meeting of Shareholders (the General Meeting) or by way of circular resolutions (the Shareholders Circular Resolutions).

(ii) Where resolutions are to be adopted by way of Shareholders Circular Resolutions, the text of the resolutions is sent to all the Shareholders, in accordance with the Articles. Shareholders Circular Resolutions signed by all the Shareholders are valid and binding as if passed at a General Meeting duly convened and held and bear the date of the last signature.

(iii) Each Share entitles to one (1) vote.

12.2. Notices, quorum, majority and voting procedures

(i) The Shareholders are convened to General Meetings or consulted in writing at the initiative of any manager, external auditor or Shareholders representing more than one-half of the share capital.

(ii) Written notice of any General Meeting is given to all Shareholders at least eight (8) days in advance of the date of the meeting, except in case of emergency, the nature and circumstances of which are set forth in the notice of the meeting.

(iii) General Meetings are held at such place and time specified in the notices.

(iv) If all the Shareholders are present or represented and consider themselves as duly convened and informed of the agenda of the meeting, the General Meeting may be held without prior notice.

(v) A Shareholder may grant a written power of attorney to another person, whether or not a Shareholder, in order to be represented at any General Meeting.

(vi) Resolutions to be adopted at General Meetings or by way of Shareholders Circular Resolutions are passed by Shareholders owning more than one-half of the share capital. If this majority is not reached at the first General Meeting or first written consultation, the shareholders are convened by registered letter to a second General Meeting or consulted a second time and the resolutions are adopted at the General Meeting or by Shareholders Circular Resolutions by a majority of the votes cast, regardless of the proportion of the share capital represented.

(vii) The Articles are amended with the consent of a majority (in number) of Shareholders owning at least three-quarters of the share capital.

(viii) Any change in the nationality of the Company and any increase of a Shareholder's commitment in the Company require the unanimous consent of the shareholders.

Art. 13. Sole Shareholder.

13.1 Where the number of Shareholders is reduced to one (1), the sole Shareholder exercises all powers conferred by the Companies Law to the General Meeting.

13.2. Any reference in the Articles to the Shareholders and the General Meeting or to Shareholders Circular Resolutions is to be read as a reference to such sole shareholder or the resolutions of the latter, as appropriate.

13.3. The resolutions of the sole Shareholder are recorded in minutes or drawn up in writing.

Art. 14. Specific Compartments.

14.1. The Shareholders holding Shares allocated to a specific Compartment of the Company may, at any time, hold general meetings to decide on any matters which relate exclusively to such Compartment.

14.2. The Shareholders holding Shares allocated to other Compartments of the Company or the Shareholders holding Shares not allocated to a specific Compartment of the Company may attend, but shall not be entitled to vote at such meetings.

14.3. Unless otherwise provided herein, the provisions of article 12 shall apply mutatis mutandis to such meetings.

V. Annual accounts - Allocation of profits - Supervision**Art. 15. Financial year and approval of annual accounts.**

15.1. The financial year begins on the first (1) of January and ends on the thirty-first (31) of December of each year.

15.2. Each year, the Board prepares the balance sheet and the profit and loss account, as well as an inventory indicating the value of the Company's assets and liabilities, with an annex summarizing the Company's commitments and the debts of the manager(s) and Shareholders towards the Company.

15.3. Each Shareholder may inspect the inventory and the balance sheet at the registered office.

15.4. The balance sheet and profit and loss account are approved at the annual General Meeting or by way of Shareholders Circular Resolutions within six (6) months from the closing of the financial year.

15.5. From the annual net profits of the Company, five per cent (5%) shall be allocated to the reserve required by law. This allocation shall cease to be required as soon as such legal reserve amounts to ten per cent (10%) of the capital of the Company as stated or as increased or reduced from time to time as provided in article 5 of these Articles.

Art. 16. External Auditors. The accounts of Company shall be audited by an external auditor (réviseur d'entreprises agréé) to be appointed by the Board in accordance with article 48 of the Securitisation Law.

Art. 17. Profits.

17.1 In addition of the accounts held by the Company in accordance with the Companies Law and normal accounting, the Company shall determine at the end of each financial year, on separate accounts, a result for each Compartment which will be determined as follows:

The result of each Compartment will consist in the balance of all income, profits or other receipts paid or due in any other manner in relation to the relevant Compartment (including capital gains, liquidation surplus and dividends distribution) and the amount of the expenses, losses taxes and other transfers of funds incurred by the Company during this exercise and which can regularly and reasonably be attributed to the management, operation of such Compartment (including fees, costs, corporate income tax on capital gain and expenses relating to dividend distribution).

All income and expenses not attributed to any specific Compartment shall be allocated to all the Company's Compartments on a pro rata basis.

17.2. The Shareholder(s) will approve such separate accounts simultaneously with the accounts held by the Company in accordance with the Companies Law and normal practice. The eventual excess of the total of the credits on the total of the debits on each of these accounts shall be distributed as dividends to the Shares of the corresponding Compartment in accordance with the Securitisation Law.

17.3. To the extent permitted by the Companies Law, the Board may pay out an advance payment on dividends.

17.4 The final dividend with respect to a financial year must be declared by a resolution of the General Meeting, taking into consideration any advance payment on dividends declared by the Board with respect to the same financial year.

17.5. Each Shareholder who is entitled to receive a final dividend or, as the case may be, an advance payment on dividends may decide that said dividend shall accrue and be paid on a later date.

17.6. Interim dividends may be distributed, at any time, under the following conditions:

(i) interim accounts are drawn up by the Board;

(ii) these interim accounts show that sufficient profits and other reserves (including share premium) are available for distribution; it being understood that the amount to be distributed may not exceed profits made since the end of the last financial year for which the annual accounts have been approved, if any, increased by carried forward profits and distributable reserves, and decreased by carried forward losses and sums to be allocated to the legal reserve;

(iii) the decision to distribute interim dividends must be taken by the Board within two (2) months from the date of the interim accounts;

(iv) the rights of the creditors of the Company are not threatened, taking into account the assets of the Company; and

(v) where the interim dividends paid exceed the distributable profits at the end of the financial year, the Shareholders must refund the excess to the Company.

The Board may decide to pay interim dividends to the Shares of a specific Compartment on the basis of a statement of accounts prepared by the Board showing that sufficient funds are available for distribution in this Compartment, it being understood that the amount to be distributed may not exceed the realized profits deriving from the associated Compartment since the end of the last fiscal year, increased by carried forward profits and distributable reserves, but decreased by carried forward losses and sums to be allocated to a reserve to be established by the Companies Law, the Securitization Law or by these Articles. For the avoidance of any doubt, the Board may decide to pay interim dividends to the Sharers of a specific Compartment under the above conditions and even if there are losses in other Compartments.

17.7. The General Meeting may decide to distribute stock dividends in lieu of cash dividends upon such terms and conditions as prescribed by the General Meeting.

VI. Dissolution - Liquidation

Art. 18. Liquidation of Compartments. Without prejudice to the provisions contained in Article 7 (Compartments), and subject to the authorization of the General Meeting which may be required when the Articles, each Compartment of the Company may be put into liquidation and its Shares redeemed by a decision of the Board.

Art. 19. Liquidation of the Company.

19.1. The Company may be dissolved at any time, by a resolution of the General Meeting, adopted by one-half of the Shareholders holding three-quarters of the share capital. The Shareholders appoint one or several liquidators, who need not be Shareholders, to carry out the liquidation and determine their number, powers and remuneration. Unless otherwise decided by the General Meeting, the liquidators have the broadest powers to realize the assets and pay the liabilities of the Company.

19.2. The surplus after the realization of the assets of a specific Compartment and the payment of the liabilities is distributed to the holders of Shares allocated to such Compartment in proportion to the Shares held by each of them.

VII. General Provisions

20. Notices and communications are made or waived and the Managers Circular Resolutions as well as the Shareholders Circular Resolutions are evidenced in writing, by telegram, telefax, e-mail or any other means of electronic communication.

21. Powers of attorney are granted by any of the means described above. Powers of attorney in connection with Board meetings may also be granted by a manager in accordance with such conditions as may be accepted by the Board.

22. Signatures may be in handwritten or electronic form, provided they fulfil all legal requirements to be deemed equivalent to handwritten signatures. Signatures of the Managers Circular Resolutions or the Shareholders Circular Resolutions, as the case may be, are affixed on one original or on several counterparts of the same document, all of which taken together constitute one and the same document.

23. All matters not expressly governed by the Articles are determined in accordance with the Securitization law, the Companies Law and, subject to any non waivable provisions of the law, any agreement entered into by the shareholders from time to time.”

The Sole Shareholder further resolves that the first accounting year of ASBURY PARK I S.à r.l. shall begin on the date of this deed and shall end on 31 December 2014.

Pursuant to the Proposal approved by the Sole Shareholder, the Sole Shareholder is allocated and declares to subscribe to all the one thousand (1,000) shares, without par value in the share capital of ASBURY PARK I S.à r.l., representing the entire share capital of ASBURY PARK I S.à r.l. of EUR 12,500 (twelve thousand five hundred euros) in exchange for the redemption of 1,000 shares allocated to compartment 1 of ASBURY PARK S.à r.l. (the ASBURY PARK I Shares).

The ASBURY PARK I Shares have all been paid up by means of a contribution in kind consisting of all the assets and liabilities allocated to compartment 1 of ASBURY PARK S.à r.l. in the amount of EUR 30,413,095.58 (thirty million four hundred and thirteen thousand ninety-five euros and fifty eight cents) (the Compartment 1 Assets and Liabilities).

The value of the Compartment 1 Assets and Liabilities is allocated as follows:

(a) an amount of EUR 12,500 (twelve thousand five hundred euros) is allocated to the share capital account of ASBURY PARK I S.à r.l.; and

(b) an amount of EUR 30,400,595.58 (thirty million four hundred thousand five hundred ninety five euros and fifty eight cents) is allocated to the share premium account of ASBURY PARK I S.à r.l.

The valuation of the Compartment 1 Assets and Liabilities is supported by a certificate issued by the Sole Shareholder (the Compartment 1 Certificate), which confirms inter alia, that the value of the Compartment 1 Assets and Liabilities is at least equal to EUR 30,413,095.58 (thirty million four hundred and thirteen thousand ninety-five euros and fifty eight cents).

A copy of the Compartment 1 Certificate, after having been signed *ne varietur* by the attorney-in-fact of the Sole Shareholder and by the undersigned notary, shall remain attached to the present deed and be submitted with this deed to the registration authorities.

The Sole Shareholder, holding all of the shares in ASBURY PARK I S.à r.l., finally resolves to:

- (a) set the number of managers of ASBURY PARK I S.à r.l. at 8;
- (b) appoint Shaun Collins, born on 23 May 1968 in Hinckley, United Kingdom, and with professional address at 25, St. George Street, GB - W1S 1FS, as manager of ASBURY PARK I S.à r.l. for an indefinite period and designate such manager as a Class A manager;
- (c) appoint Florenta Udescu, born on 3 May 1987 in Lehliu-Gar, Romania, and with professional address at 44, avenue John F. Kennedy, L-1855 Luxembourg, as manager of ASBURY PARK I S.à r.l. for an indefinite period and designate such manager as a Class A manager;
- (d) appoint Carlo Heck, born on 5 August 1976 in Hamburg, Germany, and with professional address at 44, avenue John F. Kennedy, L-1855 Luxembourg, as manager of ASBURY PARK I S.à r.l. for an indefinite period and designate such manager as a Class A manager;
- (e) appoint Genevieve Blauen-Arendt, born on 28 September 1962, in Arlon, Belgium, and with professional address at 231, Val des Bons Malades, L-2121 Luxembourg, as manager of ASBURY PARK I S.à r.l. for an indefinite period and designate such manager as a Class B manager;
- (f) appoint Peter Dickinson, born on 1 March 1966 in Nuneaton, United Kingdom, and with professional address at 51, avenue John F. Kennedy, L-1855 Luxembourg, as manager of ASBURY PARK I S.à r.l. for an indefinite period and designate such manager as a Class B manager;
- (g) appoint John Wiseman, born on 22 August 1971 in Jersey, United Kingdom, and with professional address at 51, avenue John F. Kennedy, L-1855 Luxembourg, as manager of ASBURY PARK I S.à r.l. for an indefinite period and designate such manager as a Class B manager;
- (h) appoint Marc Schmit, born on 13 May 1959, in Luxembourg, and with professional address at 231, Val des Bons Malades, L-2121 Luxembourg, as manager of ASBURY PARK I S.à r.l. for an indefinite period and designate such manager as a Class B manager; and
- (i) appoint Philip John Godley, born on 21 March 1974 in Sheffield, United Kingdom, and with professional address at 51, avenue John F. Kennedy, L-1855 Luxembourg, as manager of ASBURY PARK I S.à r.l. for an indefinite period and designate such manager as a Class B manager;
- (j) set the registered office of ASBURY PARK I S.à r.l. at 51, avenue John F. Kennedy, L-1855 Luxembourg.

SCHEDULE 3.

Draft Incorporation Deed of Asbury Park II S.à r.l.

The Sole Shareholder resolves to incorporate ASBURY PARK II S.à r.l. as a private limited liability company (*société à responsabilité limitée*) and requests the undersigned notary to record the following articles of association:

“I. Name - Registered office - Object - Duration

Art. 1. Name. The name of the company is “ASBURY PARK II S.à r.l.” (the Company).

The Company is a private limited liability company (*société à responsabilité limitée*) which shall have the status of a securitisation company (*société de titrisation*) within the meaning of the law of March 22, 2004 on securitisation (the Securitization Law) and shall be subject to and governed by the Securitisation Law, the law of August 10, 1915 on commercial companies, as amended (the Companies Law) as well as by the present articles of association (the Articles).

Art. 2. Registered office.

2.1. The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg. It may be transferred within the municipality by a resolution of the board of managers (the Board). The registered office may be transferred to any other place in the Grand Duchy of Luxembourg by a resolution of the shareholders, acting in accordance with the conditions prescribed for the amendment of the Articles.

2.2. Branches, subsidiaries or other offices may be established in the Grand Duchy of Luxembourg or abroad by a resolution of the Board. Where the Board determines that extraordinary political or military developments or events have occurred or are imminent and that these developments or events may interfere with the normal activities of the Company at its registered office, or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these circumstances. Such temporary measures have no effect on the nationality of the Company, which, notwithstanding the temporary transfer of its registered office, remains a Luxembourg incorporated company.

Art. 3. Corporate object. The exclusive purpose of the Company is to enter into one or more securitisation transactions within the meaning of the Securitisation Law and the Company may, in this context, assume risks, existing or future, relating to the holding of assets, whether movable or immovable, tangible or intangible, as well as risks resulting from the obligations assumed by third parties or relating to all or part of the activities of third parties, in one or more

transactions or on a continuous basis. The Company may assume those risks by acquiring the assets, guaranteeing the obligations or by committing itself in any other way. The Company may issue shares, notes, bonds, debentures and any kind of equity or debt securities whose value or yield depend on those risks. The Company may borrow in any form within the limits of the Securitisation Law.

The Company may, in this same context, acquire, invest in, hold and dispose of loans, stocks, bonds, debentures, obligations, notes, advances, shares, and other securities in compliance with the provisions of the Securitisation Law and the Companies Law, it being understood that the Company may not issue securities to the public.

The Company may give guarantees and grant pledges, mortgages or any other types of security interests over all or some of its assets within the limits of the Securitisation Law.

The Company may freely dispose of, and assign its assets on such terms as determined by the Board.

The Company may open one or several compartments in accordance with article 7 of these Articles.

The Company may perform all legal, commercial, technical and financial investments or operations and in general, all transactions which are necessary or useful to fulfil and develop its purpose, as well as, all operations connected directly or indirectly to facilitating the accomplishment of its purpose in all areas described above.

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4.1 The Company is formed for an unlimited duration.

4.2 The Company is not dissolved by reason of the death, suspension of civil rights, incapacity, insolvency, bankruptcy or any similar event affecting one or several shareholders.

II. Capital - Shares

Art. 5. Capital.

5.1. The share capital is set at twelve thousand five hundred euro (EUR 12,500) represented by one thousand (1,000) ordinary shares in registered form and without par value (the Shares), all subscribed and fully paid-up.

The Shares may be expressed as being exclusively related to one or more specific Compartments of the Company by a resolution of the General Meeting.

Each holder of Share(s) is hereinafter individually referred to as a Shareholder and collectively to as the Shareholders.

5.2. The share capital may be increased or decreased in one or several times by a resolution of the General Meeting, adopted in accordance with the conditions prescribed for the amendment of the Articles.

Art. 6. Shares.

6.1. Without prejudice to the provisions of articles 7 and 17 below, each Share entitles its holder to a fraction of the corporate assets and profits of the Company in direct proportion to the number of Shares in existence or, in the event the Company has established Compartments, to a fraction of the corporate assets and profits of the Compartment to which they relate and are allocated, in direct proportion to the number of Shares relating to each Compartment.

6.2. Towards the Company, the Shares are indivisible and the Company recognizes only one (1) owner per Share. Joint co-owners must appoint a sole person as their representative towards the Company.

6.3. Shares are freely transferable among Shareholders or if there is no more than one Shareholder, to third parties.

Where the Company has more than one Shareholder, the transfer of Shares (inter vivos) to non-Shareholders is subject to the prior approval of the General Meeting, representing at least three quarters of the share capital of the Company.

A transfer of Share(s) is only binding upon the Company or third parties following a notification to, or acceptance by, the Company in accordance with article 1690 of the civil code. For all other matters, reference is being made to articles 189 and 190 of the Companies Law.

If the Company has established one or more Compartment(s) (as defined in article 7 below), this article 6.3. shall apply mutatis mutandis within each Compartment, as a result of which transfers between holders of Shares exclusively related to one Compartment to holders of Shares exclusively related to another Compartment will not be free and are subject to the prior approval of the General Meeting as set out above.

6.4. A register of Shareholders is kept at the registered office of the Company and may be examined by each Shareholder upon request.

6.5. All Shares which have been allocated to one or more specific Compartments of the Company are redeemable shares. The redemption of the Shares of a given Compartment can only be made by using sums available for distribution in accordance with the Companies Law (distributable funds including the share premium account(s) of the relevant Compartment) and which are the proceeds of the partial or total disposal of the assets of the relevant Compartment and/or other income of the relevant Compartment. The Shares that have been redeemed shall be immediately suspended and as such bear no voting rights, and shall have no rights to receive any dividends or liquidation proceeds. The Shareholders agree that the redemption of the Shares of a given Compartment made in accordance with the provisions hereof respects their right to equal treatment by the Company.

6.6. The share capital of the Company may be increased or reduced in one or more times by a resolution of the General Meeting, adopted in the manner required for amendment of these Articles.

Art. 7. Compartments.

7.1. The Board may create one or more compartments within the Company (the Compartment or the Compartments). Each Compartment shall, unless otherwise provided for in the resolution of the Board creating such Compartment, correspond to a distinct part of its assets and liabilities. The resolution of the Board creating one or more Compartments within the Company, as well as any subsequent amendments thereto, shall be binding as of the date of such resolution against any Shareholder and third party.

7.2. As between Shareholders, investors and creditors, each Compartment of the Company shall be treated as a separate entity. Rights of Shareholders, investors and creditors of the Company that (i) have, when coming into existence, been designated as relating to a Compartment or (ii) have arisen in connection with the creation, the operation or the liquidation of a Compartment are, except if otherwise provided for in the resolution of the Board having created the relevant Compartment, strictly limited to the assets of that Compartment and which shall be exclusively available to satisfy such shareholders, investors and creditors. Creditors, investors and Shareholders of the Company whose rights are not related to a specific Compartment of the Company shall have no rights to the assets of any such Compartment.

7.3. Unless otherwise provided for in the resolution of the Board having created such Compartment, no resolution of the Board may be taken to amend the resolution having created such Compartment or to take any other decision directly affecting the rights of the Shareholders, investors or creditors whose rights relate to such Compartment without the prior approval of all Shareholders, investors or creditors whose rights relate to this Compartment. Any decision of the Board taken in breach of this provision shall be void.

7.4. Each Compartment of the Company may be separately liquidated without such liquidation resulting in the liquidation of another Compartment or of the Company itself.

The Company may, in accordance with the provisions of the Securitization Law and the Companies Law, issue debt or equity securities whose value or yield is linked to specific Compartments, assets or risks, or whose repayment is subject to the repayment of other instruments, certain claims or certain categories of shares.

III. Management - Representation

Art. 8. Appointment and removal of managers.

8.1. The Company is managed by one or more managers appointed by a resolution of the General Meeting, which sets the term of their office. The managers need not be Shareholders.

8.2. If several managers are appointed, they constitute the board of managers, composed of one (1) or several class A managers and one (1) or several class B managers. The Board may appoint a chairman among its members. The chairman (if any is appointed) must be a Luxembourg resident.

8.3 The managers may be removed at any time (with or without cause) by a resolution of the General Meeting.

Art. 9. Board of managers.

9.1. Powers of the board of managers

(i) All powers not expressly reserved to the Shareholder(s) by the Companies Law or the Articles fall within the competence of the Board, who has all powers to carry out and approve all acts and operations consistent with the corporate object.

(ii) Special and limited powers may be delegated for specific matters to one or more agents by the Board.

(iii) The Board may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorized signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose to one or several physical persons or corporate entities, which need not be members of the Board, who shall have the powers determined by the Board and who may, if the Board so authorizes, sub-delegate their powers. Such persons may be appointed in relation to one or more specific Compartments of the Company.

The Company may enter with any Luxembourg or foreign company into management or advisory agreements according to which the above mentioned company or any other company previously approved by it will supply the Company with recommendations and advice with respect to the conduct of the Company's business and the accomplishment of its purpose, and according to which such company may, on a day-to-day basis and subject to the overall control and ultimate responsibility of the Board of the Company, manage the Company's assets in accordance with the Securitisation Law. The management or advisory agreements shall contain the rules governing the modification or expiration of such agreements which are otherwise concluded for an unlimited period. Such management or advisory agreements may be entered into in relation to one or more specific Compartments of the Company.

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

9.2. Procedure

(i) The Board meets upon the request of any two (2) managers, the chairman of the Board or the external auditor(s) of the Company, at the place indicated in the convening notice which, in principle, is in Luxembourg.

(ii) Written notice of any meeting of the Board is given to all managers at least twenty-four (24) hours in advance, except in case of emergency, the nature and circumstances of which are set forth in the notice of the meeting.

(iii) No notice is required if all members of the Board are present or represented and if they state to have full knowledge of the agenda of the meeting. Notice of a meeting may also be waived by a manager, either before or after a meeting. Separate written notices are not required for meetings that are held at times and places indicated in a schedule previously adopted by the Board.

(iv) A manager may grant a power of attorney to another manager in order to be represented at any meeting of the Board.

(v) The Board can validly deliberate and act only if a majority of its members is present or represented and at least one (1) class A manager and at least one (1) class B manager are present or represented. Resolutions of the Board are validly taken by a majority of the votes the majority of the votes cast, provided that no resolution shall validly be passed unless it is approved by at least one (1) class A manager and at least one (1) class B manager. The chairman (if any is appointed) will have a casting vote in the event of tie. The resolutions of the Board are recorded in minutes signed by the chairman of the meeting or, if no chairman has been appointed, by a class A manager and a class B manager or by all the managers present or represented.

(vi) Any manager may participate in any meeting of the Board by telephone or video conference or by any other means of communication allowing all the persons taking part in the meeting to identify, hear and speak to each other. The participation by these means is deemed equivalent to a participation in person at a meeting duly convened and held.

(vii) Circular resolutions signed by all the managers (the Managers Circular Resolutions), are valid and binding as if passed at a Board meeting duly convened and held and bear the date of the last signature.

9.3. Representation

(i) The Company is bound towards third parties in all matters by the sole signature of the sole manager or, if several managers have been appointed, by the joint signatures of one (1) class A manager and one (1) class B manager.

(ii) The Company is also bound towards third parties by the signature of any persons to whom special powers have been delegated.

Art. 10. Sole manager.

10.1 If the Company is managed by a sole manager, any reference in the Articles to the Board is to be read as a reference to such sole manager, as appropriate.

10.2 The Company is bound towards third parties by the signature of the sole manager.

10.3. The Company is also bound towards third parties by the signature of any persons to whom special powers have been delegated.

Art. 11. Liability of the managers. The managers may not, by reason of their mandate, be held personally liable for any commitments validly made by them in the name of the Company, provided such commitments comply with the Articles, the Securitization Law and the Companies Law.

IV. Shareholder(s)

Art. 12. General meetings of Shareholders and Shareholders circular resolutions.

12.1. Powers and voting rights

(i) Resolutions of the Shareholders are adopted at a general meeting of Shareholders (the General Meeting) or by way of circular resolutions (the Shareholders Circular Resolutions).

(ii) Where resolutions are to be adopted by way of Shareholders Circular Resolutions, the text of the resolutions is sent to all the Shareholders, in accordance with the Articles. Shareholders Circular Resolutions signed by all the Shareholders are valid and binding as if passed at a General Meeting duly convened and held and bear the date of the last signature.

(iii) Each Share entitles to one (1) vote.

12.2. Notices, quorum, majority and voting procedures

(i) The Shareholders are convened to General Meetings or consulted in writing at the initiative of any manager, external auditor or Shareholders representing more than one-half of the share capital.

(ii) Written notice of any General Meeting is given to all Shareholders at least eight (8) days in advance of the date of the meeting, except in case of emergency, the nature and circumstances of which are set forth in the notice of the meeting.

(iii) General Meetings are held at such place and time specified in the notices.

(iv) If all the Shareholders are present or represented and consider themselves as duly convened and informed of the agenda of the meeting, the General Meeting may be held without prior notice.

(v) A Shareholder may grant a written power of attorney to another person, whether or not a Shareholder, in order to be represented at any General Meeting.

(vi) Resolutions to be adopted at General Meetings or by way of Shareholders Circular Resolutions are passed by Shareholders owning more than one-half of the share capital. If this majority is not reached at the first General Meeting or first written consultation, the shareholders are convened by registered letter to a second General Meeting or consulted

a second time and the resolutions are adopted at the General Meeting or by Shareholders Circular Resolutions by a majority of the votes cast, regardless of the proportion of the share capital represented.

(vii) The Articles are amended with the consent of a majority (in number) of Shareholders owning at least three-quarters of the share capital.

(viii) Any change in the nationality of the Company and any increase of a Shareholder's commitment in the Company require the unanimous consent of the shareholders.

Art. 13. Sole Shareholder.

13.1 Where the number of Shareholders is reduced to one (1), the sole Shareholder exercises all powers conferred by the Companies Law to the General Meeting.

13.2. Any reference in the Articles to the Shareholders and the General Meeting or to Shareholders Circular Resolutions is to be read as a reference to such sole shareholder or the resolutions of the latter, as appropriate.

13.3. The resolutions of the sole Shareholder are recorded in minutes or drawn up in writing.

Art. 14. Specific Compartments.

14.1. The Shareholders holding Shares allocated to a specific Compartment of the Company may, at any time, hold general meetings to decide on any matters which relate exclusively to such Compartment.

14.2. The Shareholders holding Shares allocated to other Compartments of the Company or the Shareholders holding Shares not allocated to a specific Compartment of the Company may attend, but shall not be entitled to vote at such meetings.

14.3. Unless otherwise provided herein, the provisions of article 12 shall apply mutatis mutandis to such meetings.

V. Annual accounts - Allocation of profits - Supervision

Art. 15. Financial year and approval of annual accounts.

15.1. The financial year begins on the first (1) of January and ends on the thirty-first (31) of December of each year.

15.2. Each year, the Board prepares the balance sheet and the profit and loss account, as well as an inventory indicating the value of the Company's assets and liabilities, with an annex summarizing the Company's commitments and the debts of the manager(s) and Shareholders towards the Company.

15.3. Each Shareholder may inspect the inventory and the balance sheet at the registered office.

15.4. The balance sheet and profit and loss account are approved at the annual General Meeting or by way of Shareholders Circular Resolutions within six (6) months from the closing of the financial year.

15.5. From the annual net profits of the Company, five per cent (5%) shall be allocated to the reserve required by law. This allocation shall cease to be required as soon as such legal reserve amounts to ten per cent (10%) of the capital of the Company as stated or as increased or reduced from time to time as provided in article 5 of these Articles.

Art. 16. External Auditors. The accounts of Company shall be audited by an external auditor (réviseur d'entreprises agréé) to be appointed by the Board in accordance with article 48 of the Securitisation Law.

Art. 17. Profits.

17.1 In addition of the accounts held by the Company in accordance with the Companies Law and normal accounting, the Company shall determine at the end of each financial year, on separate accounts, a result for each Compartment which will be determined as follows:

The result of each Compartment will consist in the balance of all income, profits or other receipts paid or due in any other manner in relation to the relevant Compartment (including capital gains, liquidation surplus and dividends distribution) and the amount of the expenses, losses taxes and other transfers of funds incurred by the Company during this exercise and which can regularly and reasonably be attributed to the management, operation of such Compartment (including fees, costs, corporate income tax on capital gain and expenses relating to dividend distribution).

All income and expenses not attributed to any specific Compartment shall be allocated to all the Company's Compartments on a pro rata basis.

17.2. The Shareholder(s) will approve such separate accounts simultaneously with the accounts held by the Company in accordance with the Companies Law and normal practice. The eventual excess of the total of the credits on the total of the debits on each of these accounts shall be distributed as dividends to the Shares of the corresponding Compartment in accordance with the Securitisation Law.

17.3. To the extent permitted by the Companies Law, the Board may pay out an advance payment on dividends.

17.4 The final dividend with respect to a financial year must be declared by a resolution of the General Meeting, taking into consideration any advance payment on dividends declared by the Board with respect to the same financial year.

17.5. Each Shareholder who is entitled to receive a final dividend or, as the case may be, an advance payment on dividends may decide that said dividend shall accrue and be paid on a later date.

17.6. Interim dividends may be distributed, at any time, under the following conditions:

(i) interim accounts are drawn up by the Board;

(ii) these interim accounts show that sufficient profits and other reserves (including share premium) are available for distribution; it being understood that the amount to be distributed may not exceed profits made since the end of the last financial year for which the annual accounts have been approved, if any, increased by carried forward profits and distributable reserves, and decreased by carried forward losses and sums to be allocated to the legal reserve;

(iii) the decision to distribute interim dividends must be taken by the Board within two (2) months from the date of the interim accounts;

(iv) the rights of the creditors of the Company are not threatened, taking into account the assets of the Company; and

(v) where the interim dividends paid exceed the distributable profits at the end of the financial year, the Shareholders must refund the excess to the Company.

The Board may decide to pay interim dividends to the Shares of a specific Compartment on the basis of a statement of accounts prepared by the Board showing that sufficient funds are available for distribution in this Compartment, it being understood that the amount to be distributed may not exceed the realized profits deriving from the associated Compartment since the end of the last fiscal year, increased by carried forward profits and distributable reserves, but decreased by carried forward losses and sums to be allocated to a reserve to be established by the Companies Law, the Securitization Law or by these Articles. For the avoidance of any doubt, the Board may decide to pay interim dividends to the Sharers of a specific Compartment under the above conditions and even if there are losses in other Compartments.

17.7. The General Meeting may decide to distribute stock dividends in lieu of cash dividends upon such terms and conditions as prescribed by the General Meeting.

VI. Dissolution - Liquidation

Art. 18. Liquidation of Compartments. Without prejudice to the provisions contained in Article 7 (Compartments), and subject to the authorization of the General Meeting which may be required when the Articles, each Compartment of the Company may be put into liquidation and its Shares redeemed by a decision of the Board.

Art. 19. Liquidation of the Company.

19.1. The Company may be dissolved at any time, by a resolution of the General Meeting, adopted by one-half of the Shareholders holding three-quarters of the share capital. The Shareholders appoint one or several liquidators, who need not be Shareholders, to carry out the liquidation and determine their number, powers and remuneration. Unless otherwise decided by the General Meeting, the liquidators have the broadest powers to realize the assets and pay the liabilities of the Company.

19.2. The surplus after the realization of the assets of a specific Compartment and the payment of the liabilities is distributed to the holders of Shares allocated to such Compartment in proportion to the Shares held by each of them.

VII. General Provisions

20. Notices and communications are made or waived and the Managers Circular Resolutions as well as the Shareholders Circular Resolutions are evidenced in writing, by telegram, telefax, e-mail or any other means of electronic communication.

21. Powers of attorney are granted by any of the means described above. Powers of attorney in connection with Board meetings may also be granted by a manager in accordance with such conditions as may be accepted by the Board.

22. Signatures may be in handwritten or electronic form, provided they fulfil all legal requirements to be deemed equivalent to handwritten signatures. Signatures of the Managers Circular Resolutions or the Shareholders Circular Resolutions, as the case may be, are affixed on one original or on several counterparts of the same document, all of which taken together constitute one and the same document.

23. All matters not expressly governed by the Articles are determined in accordance with the Securitization law, the Companies Law and, subject to any non waivable provisions of the law, any agreement entered into by the shareholders from time to time.”

The Sole Shareholder further resolves that the first accounting year of ASBURY PARK II S.à r.l. shall begin on the date of this deed and shall end on 31 December 2014.

Pursuant to the Proposal approved by the Sole Shareholder, the Sole Shareholder is allocated and declares to subscribe to all the one thousand (1,000) shares, without par value in the share capital of ASBURY PARK II S.à r.l., representing the entire share capital of ASBURY PARK II S.à r.l. of EUR 12,500 (twelve thousand five hundred euros) in exchange for the redemption of 1,000 shares allocated to compartment 2 of ASBURY PARK S.à r.l. (the ASBURY PARK II Shares).

The ASBURY PARK II Shares have all been paid up by means of a contribution in kind consisting of all the assets and liabilities allocated to compartment 2 of ASBURY PARK S.à r.l. in the amount of EUR 15,625 (fifteen thousand six hundred and twenty-five euros) (the Compartment 2 Assets and Liabilities).

The value of the Compartment 2 Assets and Liabilities is allocated as follows:

(a) an amount of EUR 12,500 (twelve thousand five hundred euros) is allocated to the share capital account of ASBURY PARK II S.à r.l.; and

(b) an amount of EUR 3,125 (three thousand one hundred and twenty-five euros) is allocated to the share premium account of ASBURY PARK II S.à r.l.

The valuation of the Compartment 2 Assets and Liabilities is supported by a certificate issued by the Sole Shareholder (the Compartment 2 Certificate), which confirms inter alia, that the value of the Compartment 2 Assets and Liabilities is at least equal to EUR 15,625 (fifteen thousand six hundred and twenty-five euros).

A copy of the Compartment 2 Certificate, after having been signed *ne varietur* by the attorney-in-fact of the Sole Shareholder and by the undersigned notary, shall remain attached to the present deed and be submitted with this deed to the registration authorities.

The Sole Shareholder, holding all of the shares in ASBURY PARK II S.à r.l., finally resolves to:

(a) set the number of managers of ASBURY PARK II S.à r.l. at 8;

(b) appoint Shaun Collins, born on 23 May 1968 in Hinckley, United Kingdom, and with professional address at 25, St. George Street, GB - W1S 1FS, as manager of ASBURY PARK II S.à r.l. for an indefinite period and designate such manager as a Class A manager;

(c) appoint Florenta Udescu, born on 3 May 1987 in Lehliu-Gar, Romania, and with professional address at 44, avenue John F. Kennedy, L-1855 Luxembourg, as manager of ASBURY PARK II S.à r.l. for an indefinite period and designate such manager as a Class A manager;

(d) appoint Carlo Heck, born on 5 August 1976 in Hamburg, Germany, and with professional address at 44, avenue John F. Kennedy, L-1855 Luxembourg, as manager of ASBURY PARK II S.à r.l. for an indefinite period and designate such manager as a Class A manager;

(e) appoint Genevieve Blauen-Arendt, born on 28 September 1962, in Arlon, Belgium, and with professional address at 231, Val des Bons Malades, L-2121 Luxembourg, as manager of ASBURY PARK II S.à r.l. for an indefinite period and designate such manager as a Class B manager;

(f) appoint Peter Dickinson, born on 1 March 1966 in Nuneaton, United Kingdom, and with professional address at 51, avenue John F. Kennedy, L-1855 Luxembourg, as manager of ASBURY PARK II S.à r.l. for an indefinite period and designate such manager as a Class B manager;

(g) appoint John Wiseman, born on 22 August 1971 in Jersey, United Kingdom, and with professional address at 51, avenue John F. Kennedy, L-1855 Luxembourg, as manager of ASBURY PARK II S.à r.l. for an indefinite period and designate such manager as a Class B manager;

(h) appoint Marc Schmit, born on 13 May 1959, in Luxembourg, and with professional address at 231, Val des Bons Malades, L-2121 Luxembourg, as manager of ASBURY PARK II S.à r.l. for an indefinite period and designate such manager as a Class B manager; and

(i) appoint Philip John Godley, born on 21 March 1974 in Sheffield, United Kingdom, and with professional address at 51, avenue John F. Kennedy, L-1855 Luxembourg, as manager of ASBURY PARK II S.à r.l. for an indefinite period and designate such manager as a Class B manager;

(j) set the registered office of ASBURY PARK II S.à r.l. at 51, avenue John F. Kennedy, L-1855 Luxembourg.

SCHEDULE 4.

Draft Incorporation Deed of Asbury Park III S.à r.l.

The Sole Shareholder resolves to incorporate ASBURY PARK III S.à r.l. as a private limited liability company (*société à responsabilité limitée*) and requests the undersigned notary to record the following articles of association:

“I. Name - Registered office - Object - Duration

Art. 1. Name. The name of the company is “ASBURY PARK III S.à r.l.” (the Company).

The Company is a private limited liability company (*société à responsabilité limitée*) which shall have the status of a securitisation company (*société de titrisation*) within the meaning of the law of March 22, 2004 on securitisation (the Securitization Law) and shall be subject to and governed by the Securitisation Law, the law of August 10, 1915 on commercial companies, as amended (the Companies Law) as well as by the present articles of association (the Articles).

Art. 2. Registered office.

2.1. The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg. It may be transferred within the municipality by a resolution of the board of managers (the Board). The registered office may be transferred to any other place in the Grand Duchy of Luxembourg by a resolution of the shareholders, acting in accordance with the conditions prescribed for the amendment of the Articles.

2.2. Branches, subsidiaries or other offices may be established in the Grand Duchy of Luxembourg or abroad by a resolution of the Board. Where the Board determines that extraordinary political or military developments or events have occurred or are imminent and that these developments or events may interfere with the normal activities of the Company at its registered office, or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these circumstances. Such temporary measures have no effect on the nationality of the Company, which, notwithstanding the temporary transfer of its registered office, remains a Luxembourg incorporated company.

Art. 3. Corporate object. The exclusive purpose of the Company is to enter into one or more securitisation transactions within the meaning of the Securitisation Law and the Company may, in this context, assume risks, existing or future, relating to the holding of assets, whether movable or immovable, tangible or intangible, as well as risks resulting from the obligations assumed by third parties or relating to all or part of the activities of third parties, in one or more transactions or on a continuous basis. The Company may assume those risks by acquiring the assets, guaranteeing the obligations or by committing itself in any other way. The Company may issue shares, notes, bonds, debentures and any kind of equity or debt securities whose value or yield depend on those risks. The Company may borrow in any form within the limits of the Securitisation Law.

The Company may, in this same context, acquire, invest in, hold and dispose of loans, stocks, bonds, debentures, obligations, notes, advances, shares, and other securities in compliance with the provisions of the Securitisation Law and the Companies Law, it being understood that the Company may not issue securities to the public.

The Company may give guarantees and grant pledges, mortgages or any other types of security interests over all or some of its assets within the limits of the Securitisation Law.

The Company may freely dispose of, and assign its assets on such terms as determined by the Board.

The Company may open one or several compartments in accordance with article 7 of these Articles.

The Company may perform all legal, commercial, technical and financial investments or operations and in general, all transactions which are necessary or useful to fulfil and develop its purpose, as well as, all operations connected directly or indirectly to facilitating the accomplishment of its purpose in all areas described above.

Art. 4. Duration.

4.1 The Company is formed for an unlimited duration.

4.2 The Company is not dissolved by reason of the death, suspension of civil rights, incapacity, insolvency, bankruptcy or any similar event affecting one or several shareholders.

II. Capital - Shares

Art. 5. Capital.

5.1. The share capital is set at twelve thousand five hundred euro (EUR 12,500) represented by one thousand (1,000) ordinary shares in registered form and without par value (the Shares), all subscribed and fully paid-up.

The Shares may be expressed as being exclusively related to one or more specific Compartments of the Company by a resolution of the General Meeting.

Each holder of Share(s) is hereinafter individually referred to as a Shareholder and collectively to as the Shareholders.

5.2. The share capital may be increased or decreased in one or several times by a resolution of the General Meeting, adopted in accordance with the conditions prescribed for the amendment of the Articles.

Art. 6. Shares.

6.1. Without prejudice to the provisions of articles 7 and 17 below, each Share entitles its holder to a fraction of the corporate assets and profits of the Company in direct proportion to the number of Shares in existence or, in the event the Company has established Compartments, to a fraction of the corporate assets and profits of the Compartment to which they relate and are allocated, in direct proportion to the number of Shares relating to each Compartment.

6.2. Towards the Company, the Shares are indivisible and the Company recognizes only one (1) owner per Share. Joint co-owners must appoint a sole person as their representative towards the Company.

6.3. Shares are freely transferable among Shareholders or if there is no more than one Shareholder, to third parties.

Where the Company has more than one Shareholder, the transfer of Shares (inter vivos) to non-Shareholders is subject to the prior approval of the General Meeting, representing at least three quarters of the share capital of the Company.

A transfer of Share(s) is only binding upon the Company or third parties following a notification to, or acceptance by, the Company in accordance with article 1690 of the civil code. For all other matters, reference is being made to articles 189 and 190 of the Companies Law.

If the Company has established one or more Compartment(s) (as defined in article 7 below), this article 6.3. shall apply mutatis mutandis within each Compartment, as a result of which transfers between holders of Shares exclusively related to one Compartment to holders of Shares exclusively related to another Compartment will not be free and are subject to the prior approval of the General Meeting as set out above.

6.4. A register of Shareholders is kept at the registered office of the Company and may be examined by each Shareholder upon request.

6.5. All Shares which have been allocated to one or more specific Compartments of the Company are redeemable shares. The redemption of the Shares of a given Compartment can only be made by using sums available for distribution in accordance with the Companies Law (distributable funds including the share premium account(s) of the relevant Compartment) and which are the proceeds of the partial or total disposal of the assets of the relevant Compartment and/or other income of the relevant Compartment. The Shares that have been redeemed shall be immediately suspended and as such bear no voting rights, and shall have no rights to receive any dividends or liquidation proceeds. The Shareholders

agree that the redemption of the Shares of a given Compartment made in accordance with the provisions hereof respects their right to equal treatment by the Company.

6.6. The share capital of the Company may be increased or reduced in one or more times by a resolution of the General Meeting, adopted in the manner required for amendment of these Articles.

Art. 7. Compartments.

7.1. The Board may create one or more compartments within the Company (the Compartment or the Compartments). Each Compartment shall, unless otherwise provided for in the resolution of the Board creating such Compartment, correspond to a distinct part of its assets and liabilities. The resolution of the Board creating one or more Compartments within the Company, as well as any subsequent amendments thereto, shall be binding as of the date of such resolution against any Shareholder and third party.

7.2. As between Shareholders, investors and creditors, each Compartment of the Company shall be treated as a separate entity. Rights of Shareholders, investors and creditors of the Company that (i) have, when coming into existence, been designated as relating to a Compartment or (ii) have arisen in connection with the creation, the operation or the liquidation of a Compartment are, except if otherwise provided for in the resolution of the Board having created the relevant Compartment, strictly limited to the assets of that Compartment and which shall be exclusively available to satisfy such shareholders, investors and creditors. Creditors, investors and Shareholders of the Company whose rights are not related to a specific Compartment of the Company shall have no rights to the assets of any such Compartment.

7.3. Unless otherwise provided for in the resolution of the Board having created such Compartment, no resolution of the Board may be taken to amend the resolution having created such Compartment or to take any other decision directly affecting the rights of the Shareholders, investors or creditors whose rights relate to such Compartment without the prior approval of all Shareholders, investors or creditors whose rights relate to this Compartment. Any decision of the Board taken in breach of this provision shall be void.

7.4. Each Compartment of the Company may be separately liquidated without such liquidation resulting in the liquidation of another Compartment or of the Company itself.

The Company may, in accordance with the provisions of the Securitization Law and the Companies Law, issue debt or equity securities whose value or yield is linked to specific Compartments, assets or risks, or whose repayment is subject to the repayment of other instruments, certain claims or certain categories of shares.

III. Management - Representation

Art. 8. Appointment and removal of managers.

8.1. The Company is managed by one or more managers appointed by a resolution of the General Meeting, which sets the term of their office. The managers need not be Shareholders.

8.2. If several managers are appointed, they constitute the board of managers, composed of one (1) or several class A managers and one (1) or several class B managers. The Board may appoint a chairman among its members. The chairman (if any is appointed) must be a Luxembourg resident.

8.3 The managers may be removed at any time (with or without cause) by a resolution of the General Meeting,

Art. 9. Board of managers.

9.1. Powers of the board of managers

(i) All powers not expressly reserved to the Shareholder(s) by the Companies Law or the Articles fall within the competence of the Board, who has all powers to carry out and approve all acts and operations consistent with the corporate object.

(ii) Special and limited powers may be delegated for specific matters to one or more agents by the Board.

(iii) The Board may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorized signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose to one or several physical persons or corporate entities, which need not be members of the Board, who shall have the powers determined by the Board and who may, if the Board so authorizes, sub-delegate their powers. Such persons may be appointed in relation to one or more specific Compartments of the Company.

The Company may enter with any Luxembourg or foreign company into management or advisory agreements according to which the above mentioned company or any other company previously approved by it will supply the Company with recommendations and advice with respect to the conduct of the Company's business and the accomplishment of its purpose, and according to which such company may, on a day-to-day basis and subject to the overall control and ultimate responsibility of the Board of the Company, manage the Company's assets in accordance with the Securitisation Law. The management or advisory agreements shall contain the rules governing the modification or expiration of such agreements which are otherwise concluded for an unlimited period. Such management or advisory agreements may be entered into in relation to one or more specific Compartments of the Company.

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

9.2. Procedure

(i) The Board meets upon the request of any two (2) managers, the chairman of the Board or the external auditor(s) of the Company, at the place indicated in the convening notice which, in principle, is in Luxembourg.

(ii) Written notice of any meeting of the Board is given to all managers at least twenty-four (24) hours in advance, except in case of emergency, the nature and circumstances of which are set forth in the notice of the meeting.

(iii) No notice is required if all members of the Board are present or represented and if they state to have full knowledge of the agenda of the meeting. Notice of a meeting may also be waived by a manager, either before or after a meeting. Separate written notices are not required for meetings that are held at times and places indicated in a schedule previously adopted by the Board.

(iv) A manager may grant a power of attorney to another manager in order to be represented at any meeting of the Board.

(v) The Board can validly deliberate and act only if a majority of its members is present or represented and at least one (1) class A manager and at least one (1) class B manager are present or represented. Resolutions of the Board are validly taken by a majority of the votes the majority of the votes cast, provided that no resolution shall validly be passed unless it is approved by at least one (1) class A manager and at least one (1) class B manager. The chairman (if any is appointed) will have a casting vote in the event of tie. The resolutions of the Board are recorded in minutes signed by the chairman of the meeting or, if no chairman has been appointed, by a class A manager and a class B manager or by all the managers present or represented.

(vi) Any manager may participate in any meeting of the Board by telephone or video conference or by any other means of communication allowing all the persons taking part in the meeting to identify, hear and speak to each other. The participation by these means is deemed equivalent to a participation in person at a meeting duly convened and held.

(vii) Circular resolutions signed by all the managers (the Managers Circular Resolutions), are valid and binding as if passed at a Board meeting duly convened and held and bear the date of the last signature.

9.3. Representation

(i) The Company is bound towards third parties in all matters by the sole signature of the sole manager or, if several managers have been appointed, by the joint signatures of one (1) class A manager and one (1) class B manager.

(ii) The Company is also bound towards third parties by the signature of any persons to whom special powers have been delegated.

Art. 10. Sole manager.

10.1 If the Company is managed by a sole manager, any reference in the Articles to the Board is to be read as a reference to such sole manager, as appropriate.

10.2 The Company is bound towards third parties by the signature of the sole manager.

10.3. The Company is also bound towards third parties by the signature of any persons to whom special powers have been delegated.

Art. 11. Liability of the managers. The managers may not, by reason of their mandate, be held personally liable for any commitments validly made by them in the name of the Company, provided such commitments comply with the Articles, the Securitization Law and the Companies Law.

IV. Shareholder(s)

Art. 12. General meetings of Shareholders and Shareholders circular resolutions.

12.1. Powers and voting rights

(i) Resolutions of the Shareholders are adopted at a general meeting of Shareholders (the General Meeting) or by way of circular resolutions (the Shareholders Circular Resolutions).

(ii) Where resolutions are to be adopted by way of Shareholders Circular Resolutions, the text of the resolutions is sent to all the Shareholders, in accordance with the Articles. Shareholders Circular Resolutions signed by all the Shareholders are valid and binding as if passed at a General Meeting duly convened and held and bear the date of the last signature.

(iii) Each Share entitles to one (1) vote.

12.2. Notices, quorum, majority and voting procedures

(i) The Shareholders are convened to General Meetings or consulted in writing at the initiative of any manager, external auditor or Shareholders representing more than one-half of the share capital.

(ii) Written notice of any General Meeting is given to all Shareholders at least eight (8) days in advance of the date of the meeting, except in case of emergency, the nature and circumstances of which are set forth in the notice of the meeting.

(iii) General Meetings are held at such place and time specified in the notices.

(iv) If all the Shareholders are present or represented and consider themselves as duly convened and informed of the agenda of the meeting, the General Meeting may be held without prior notice.

(v) A Shareholder may grant a written power of attorney to another person, whether or not a Shareholder, in order to be represented at any General Meeting.

(vi) Resolutions to be adopted at General Meetings or by way of Shareholders Circular Resolutions are passed by Shareholders owning more than one-half of the share capital. If this majority is not reached at the first General Meeting or first written consultation, the shareholders are convened by registered letter to a second General Meeting or consulted a second time and the resolutions are adopted at the General Meeting or by Shareholders Circular Resolutions by a majority of the votes cast, regardless of the proportion of the share capital represented.

(vii) The Articles are amended with the consent of a majority (in number) of Shareholders owning at least three-quarters of the share capital.

(viii) Any change in the nationality of the Company and any increase of a Shareholder's commitment in the Company require the unanimous consent of the shareholders.

Art. 13. Sole Shareholder.

13.1 Where the number of Shareholders is reduced to one (1), the sole Shareholder exercises all powers conferred by the Companies Law to the General Meeting.

13.2. Any reference in the Articles to the Shareholders and the General Meeting or to Shareholders Circular Resolutions is to be read as a reference to such sole shareholder or the resolutions of the latter, as appropriate.

13.3. The resolutions of the sole Shareholder are recorded in minutes or drawn up in writing.

Art. 14. Specific Compartments.

14.1. The Shareholders holding Shares allocated to a specific Compartment of the Company may, at any time, hold general meetings to decide on any matters which relate exclusively to such Compartment.

14.2. The Shareholders holding Shares allocated to other Compartments of the Company or the Shareholders holding Shares not allocated to a specific Compartment of the Company may attend, but shall not be entitled to vote at such meetings.

14.3. Unless otherwise provided herein, the provisions of article 12 shall apply mutatis mutandis to such meetings.

V. Annual accounts - Allocation of profits - Supervision

Art. 15. Financial year and approval of annual accounts.

15.1. The financial year begins on the first (1) of January and ends on the thirty-first (31) of December of each year.

15.2. Each year, the Board prepares the balance sheet and the profit and loss account, as well as an inventory indicating the value of the Company's assets and liabilities, with an annex summarizing the Company's commitments and the debts of the manager(s) and Shareholders towards the Company.

15.3. Each Shareholder may inspect the inventory and the balance sheet at the registered office.

15.4. The balance sheet and profit and loss account are approved at the annual General Meeting or by way of Shareholders Circular Resolutions within six (6) months from the closing of the financial year.

15.5. From the annual net profits of the Company, five per cent (5%) shall be allocated to the reserve required by law. This allocation shall cease to be required as soon as such legal reserve amounts to ten per cent (10%) of the capital of the Company as stated or as increased or reduced from time to time as provided in article 5 of these Articles.

Art. 16. External Auditors. The accounts of Company shall be audited by an external auditor (réviseur d'entreprises agréé) to be appointed by the Board in accordance with article 48 of the Securitisation Law.

Art. 17. Profits.

17.1 In addition of the accounts held by the Company in accordance with the Companies Law and normal accounting, the Company shall determine at the end of each financial year, on separate accounts, a result for each Compartment which will be determined as follows:

The result of each Compartment will consist in the balance of all income, profits or other receipts paid or due in any other manner in relation to the relevant Compartment (including capital gains, liquidation surplus and dividends distribution) and the amount of the expenses, losses taxes and other transfers of funds incurred by the Company during this exercise and which can regularly and reasonably be attributed to the management, operation of such Compartment (including fees, costs, corporate income tax on capital gain and expenses relating to dividend distribution).

All income and expenses not attributed to any specific Compartment shall be allocated to all the Company's Compartments on a pro rata basis.

17.2. The Shareholder(s) will approve such separate accounts simultaneously with the accounts held by the Company in accordance with the Companies Law and normal practice. The eventual excess of the total of the credits on the total of the debits on each of these accounts shall be distributed as dividends to the Shares of the corresponding Compartment in accordance with the Securitisation Law.

17.3. To the extent permitted by the Companies Law, the Board may pay out an advance payment on dividends.

17.4 The final dividend with respect to a financial year must be declared by a resolution of the General Meeting, taking into consideration any advance payment on dividends declared by the Board with respect to the same financial year.

17.5. Each Shareholder who is entitled to receive a final dividend or, as the case may be, an advance payment on dividends may decide that said dividend shall accrue and be paid on a later date.

17.6. Interim dividends may be distributed, at any time, under the following conditions:

(i) interim accounts are drawn up by the Board;

(ii) these interim accounts show that sufficient profits and other reserves (including share premium) are available for distribution; it being understood that the amount to be distributed may not exceed profits made since the end of the last financial year for which the annual accounts have been approved, if any, increased by carried forward profits and distributable reserves, and decreased by carried forward losses and sums to be allocated to the legal reserve;

(iii) the decision to distribute interim dividends must be taken by the Board within two (2) months from the date of the interim accounts;

(iv) the rights of the creditors of the Company are not threatened, taking into account the assets of the Company; and

(v) where the interim dividends paid exceed the distributable profits at the end of the financial year, the Shareholders must refund the excess to the Company.

The Board may decide to pay interim dividends to the Shares of a specific Compartment on the basis of a statement of accounts prepared by the Board showing that sufficient funds are available for distribution in this Compartment, it being understood that the amount to be distributed may not exceed the realized profits deriving from the associated Compartment since the end of the last fiscal year, increased by carried forward profits and distributable reserves, but decreased by carried forward losses and sums to be allocated to a reserve to be established by the Companies Law, the Securitization Law or by these Articles. For the avoidance of any doubt, the Board may decide to pay interim dividends to the Sharers of a specific Compartment under the above conditions and even if there are losses in other Compartments.

17.7. The General Meeting may decide to distribute stock dividends in lieu of cash dividends upon such terms and conditions as prescribed by the General Meeting.

VI. Dissolution - Liquidation

Art. 18. Liquidation of Compartments. Without prejudice to the provisions contained in Article 7 (Compartments), and subject to the authorization of the General Meeting which may be required when the Articles, each Compartment of the Company may be put into liquidation and its Shares redeemed by a decision of the Board.

Art. 19. Liquidation of the Company.

19.1. The Company may be dissolved at any time, by a resolution of the General Meeting, adopted by one-half of the Shareholders holding three-quarters of the share capital. The Shareholders appoint one or several liquidators, who need not be Shareholders, to carry out the liquidation and determine their number, powers and remuneration. Unless otherwise decided by the General Meeting, the liquidators have the broadest powers to realize the assets and pay the liabilities of the Company.

19.2. The surplus after the realization of the assets of a specific Compartment and the payment of the liabilities is distributed to the holders of Shares allocated to such Compartment in proportion to the Shares held by each of them.

VII. General Provisions

20. Notices and communications are made or waived and the Managers Circular Resolutions as well as the Shareholders Circular Resolutions are evidenced in writing, by telegram, telefax, e-mail or any other means of electronic communication.

21. Powers of attorney are granted by any of the means described above. Powers of attorney in connection with Board meetings may also be granted by a manager in accordance with such conditions as may be accepted by the Board.

22. Signatures may be in handwritten or electronic form, provided they fulfil all legal requirements to be deemed equivalent to handwritten signatures. Signatures of the Managers Circular Resolutions or the Shareholders Circular Resolutions, as the case may be, are affixed on one original or on several counterparts of the same document, all of which taken together constitute one and the same document.

23. All matters not expressly governed by the Articles are determined in accordance with the Securitization law, the Companies Law and, subject to any non waivable provisions of the law, any agreement entered into by the shareholders from time to time.”

The Sole Shareholder further resolves that the first accounting year of ASBURY PARK III S.à r.l. shall begin on the date of this deed and shall end on 31 December 2014.

Pursuant to the Proposal approved by the Sole Shareholder, the Sole Shareholder is allocated and declares to subscribe to all the one thousand (1,000) shares, without par value in the share capital of ASBURY PARK III S.à r.l., representing the entire share capital of ASBURY PARK III S.à r.l. of EUR 12,500 (twelve thousand five hundred euros) in exchange for the redemption of 1,000 shares allocated to compartment 4 of ASBURY PARK S.à r.l. (the ASBURY PARK III Shares).

The ASBURY PARK III Shares have all been paid up by means of a contribution in kind consisting of all the assets and liabilities allocated to compartment 4 of ASBURY PARK S.à r.l. in the amount of EUR 446,410 (four hundred forty four thousand four hundred ten euros) (the Compartment 4 Assets and Liabilities).

The value of the Compartment 4 Assets and Liabilities is allocated as follows:

(a) an amount of EUR 12,500 (twelve thousand five hundred euros) is allocated to the share capital account of ASBURY PARK III S.à r.l.; and

(b) an amount of EUR 433,910 (four hundred and thirty-three thousand nine hundred and ten euros) is allocated to the share premium account of ASBURY PARK III S.à r.l.

The valuation of the Compartment 4 Assets and Liabilities is supported by a certificate issued by the Sole Shareholder (the Compartment 4 Certificate), which confirms inter alia, that the value of the Compartment 4 Assets and Liabilities is at least equal to EUR 446,410 (four hundred forty four thousand four hundred ten euros).

A copy of the Compartment 4 Certificate, after having been signed ne varietur by the attorney-in-fact of the Sole Shareholder and by the undersigned notary, shall remain attached to the present deed and be submitted with this deed to the registration authorities.

The Sole Shareholder, holding all of the shares in ASBURY PARK III S.à r.l., finally resolves to:

(a) set the number of managers of ASBURY PARK III S.à r.l. at 8;

(b) appoint Shaun Collins, born on 23 May 1968 in Hinckley, United Kingdom, and with professional address at 25, St. George Street, GB - W1S 1FS, as manager of the ASBURY PARK III S.à r.l. for an indefinite period and designate such manager as a Class A manager;

(c) appoint Florenta Udescu, born on 3 May 1987 in Lehliu-Gar, Romania, and with professional address at 44, avenue John F. Kennedy, L-1855 Luxembourg, as manager of ASBURY PARK III S.à r.l. for an indefinite period and designate such manager as a Class A manager;

(d) appoint Carlo Heck, born on 5 August 1976 in Hamburg, Germany, and with professional address at 44, avenue John F. Kennedy, L-1855 Luxembourg, as manager of ASBURY PARK III S.à r.l. for an indefinite period and designate such manager as a Class A manager;

(e) appoint Genevieve Blauen-Arendt, born on 28 September 1962, in Arlon, Belgium, and with professional address at 231, Val des Bons Malades, L-2121 Luxembourg, as manager of ASBURY PARK III S.à r.l. for an indefinite period and designate such manager as a Class B manager;

(f) appoint Peter Dickinson, born on 1 March 1966 in Nuneaton, United Kingdom, and with professional address at 51, avenue John F. Kennedy, L-1855 Luxembourg, as manager of ASBURY PARK III S.à r.l. for an indefinite period and designate such manager as a Class B manager;

(g) appoint John Wiseman, born on 22 August 1971 in Jersey, United Kingdom and with professional address at 51, avenue John F. Kennedy, L-1855 Luxembourg, as manager of ASBURY PARK III S.à r.l. for an indefinite period and designate such manager as a Class B manager;

(h) appoint Marc Schmit, born on 13 May 1959, in Luxembourg, and with professional address at 231, Val des Bons Malades, L-2121 Luxembourg, as manager of ASBURY PARK III S.à r.l. for an indefinite period and designate such manager as a Class B manager; and

(i) appoint Philip John Godley, born on 21 March 1974 in Sheffield, United Kingdom, and with professional address at 51, avenue John F. Kennedy, L-1855 Luxembourg, as manager of ASBURY PARK III S.à r.l. for an indefinite period and designate such manager as a Class B manager;

(j) set the registered office of ASBURY PARK III S.à r.l. at 51, avenue John F. Kennedy, L-1855 Luxembourg.

Suit la traduction française du texte qui précède:

(N.B. Pour des raisons techniques, la version française est publiée au Mémorial C-N° 2489 du 16 septembre 2014.)

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