

IN THE MATTER OF THE COMPANIES ACT, 1981  
(the "Act")

Notice of application for consent to alter the Memorandum of Association of Baptiste Limited

NOTICE IS HEREBY GIVEN, in accordance with section 12(2) of the Companies Act 1981, that

**Baptiste Limited**

is applying for consent to alter its Memorandum of Association as follows:

The Memorandum of Association of the Company is amended by the deletion of clause 4 in its entirety and substituting the following clause 4 in lieu thereof:

"4. The Company, has power to hold land situated in Bermuda not exceeding 1.2864 acres in all, including the following parcels –

SEE ATTACHED SCHEDULE

SCHEDULE

FIRSTLY ALL THAT certain lot of land situate in Warwick Parish in the Islands of Bermuda containing Decimal Two seven five (.275) of an hectare (or Decimal Six Eight One of an acre) delineated and outlined in Pink and partly hatched in Green on the plan (marked "Sub-division No. S1319 D1098 8 July 1971 prepared by H.B. Crisson") annexed to the Indenture dated 17 August 1972 and made between David Edmund Wilkinson and Raymond Joseph Charles O'Leary of the first part Thomas Francis Carr of the second part Raymond Baptiste of the third part and Peter James Chalmers Smith of the fourth part and thereon designated "Lot 1" "Lot 2" and "Lot 3" and bounded NORTH-WESTERLY by land now or lately of the heirs or devisees of Edmund Graham Gibbons the elder deceased and there measuring Fifty-nine decimal eight nine metres (or One hundred and ninety-six feet six inches) NORTH-EASTERLY by land hereto held with the lot of land now being described and now in the possession of Raymond Baptiste and there measuring Forty-nine decimal nine eight metres (or One hundred and sixty-four feet) SOUTH-EASTERLY by land of the Government of the said Islands and there measuring on three straight lines Twenty decimal seven two metres (or Sixty-eight feet) Thirteen decimal one five metres (or Fifty-three feet) and Nineteen decimal three five metres (or Sixty-three feet six inches respectively and SOUTH-WESTERLY by land of the Pembroke Hamilton Club and there measuring Forty-six decimal three three metres (or One hundred and fifty-two feet) SUBJECT NEVERTHELESS to the easement of the Government of Bermuda its servants or agents as contained in an Indenture dated the 1st day of December 1971 and made between Raymond Joseph Charles O'Leary (therein described as "Raymond O'Leary") and David Edmund Wilkinson of the one part and The Honourable John Macmillan Stevenson Patton for the Government of Bermuda of the other part to enter (inter alia) the portion of the lot of land above described as is delineated and hatched Green on the said plan and thereon to deposit soil rubble and other materials in such quantities and at such places as may be reasonably necessary for the purpose of constructing or reconstructing or affording support to any roadway which the Government of Bermuda may construct on certain adjoining hereditaments in its possession OR HOWEVER OTHERWISE the said lot of land may be bounded may measure or ought to be described TOGETHER WITH all houses buildings fixtures walls fences ways rights of way rights lights liberties privileges easements advantages and appurtenances whatsoever to the said lot of land belonging or in anywise appertaining or usually held or enjoyed therewith or reputed as part thereof or appurtenant thereto AND ESPECIALLY TOGETHER WITH full free and unrestricted right and liberty of way and passage for the owner or occupiers for the time being of the lot of land hereinbefore described or any part thereof and his or their respective tenants and servants and all other persons lawfully going to or from the said lot of land or any part thereof with or without animals and vehicles of all descriptions OVER AND ALONG the roadway of the minimum width of Six decimal one nought metres (or Twenty feet) delineated and coloured Yellow on the said plan leading from the Northern corner of the said lot of land in varying North-Easterly directions to the Public Road known as "Khyber Pass Road"

SECONDLY ALL THAT certain lot of land situate in Warwick Parish in the Islands of Bermuda containing Decimal Five eight (.58) of an acre delineated and outlined in pink and partly hatched in green on the plan (marked Sub-division No. S1319-D1098 8th July 1971 prepared by H.B. Crisson) annexed to an Indenture dated 17 August 1972 and made between David Edmund Wilkinson and Raymond Joseph Charles O'Leary of the first part Thomas Francis Carr of the second part Raymond Baptiste of the third part and Peter James Chalmers Smith of the fourth part and thereon designated "Lot 4" "Lot 5" and "Lot 6" and bounded NORTH- WESTERLY partly by land now or formerly of the heirs or devisees of Edmund Graham Gibbons (the elder) deceased and there measuring Ninety-four feet and partly by land of the Government of the said Islands and there measuring Sixty-seven feet NORTH-EASTERLY by land now or formerly of Dudley Grey Cooper and there measuring on two lines as shown on the said plan Sixty-three feet three inches and Ninety-nine feet six inches respectively SOUTH-EASTERLY then NORTH-EASTERLY then SOUTH-EASTERLY by land of the Government of the said Islands and there measuring on three straight lines as shown on the said plan One hundred and nineteen feet six inches Twenty-five feet and Seventy-seven feet respectively and SOUTH-WESTERLY by lots 1, 2 & 3 in the possession of Raymond Baptiste and there measuring One hundred and sixty-four feet SUBJECT NEVERTHELESS to the said easement of the Government of Bermuda its servants or agents (as set forth in an Indenture dated 14th August 1968 made between Garrow Lighbourn and Naomi Isabelle Rebecca Lightbourn of the one part and David Edmund Wilkinson, Raymond Joseph Charles O'Leary and Thomas Francis Carr of the other part) AND SUBJECT NEVERTHELESS ALSO to full free and unrestricted right and liberty of way and passage for the owner or owners for the time being of the lands designated "Lot 1" "Lot 2" and "Lot 3" on the said plan or any part or parts thereof and his and their respective tenants and servants and all other persons lawfully going to or from the said lots of land or any part thereof with or without horses cattle and other animals carts carriages and vehicles of all descriptions OVER AND ALONG the roadway Twenty-five feet wide delineated and coloured Green on the said plan adjoining the said North-Western boundary of the lot of land hereinbefore described OR HOWEVER OTHERWISE the said lot of land may be bounded may measure or ought to be described TOGETHER WITH all houses buildings fixtures walls fences ways rights-of-way rights lights liberties privileges easements advantages and appurtenances whatsoever to the said lot of land belonging or in anywise appertaining or usually held or enjoyed therewith or reputed as part thereof or appurtenant thereto AND ESPECIALLY TOGETHER WITH full free and unrestricted right and liberty of way and passage for the owner or owners for the time being of the lot of land hereinbefore described or any part thereof with or without horses cattle and other animals carts carriages and vehicles of all descriptions OVER AND ALONG the roadway Twenty feet wide delineated and coloured Yellow on the said plan leading from the Northern corner of the said lot of land in a North-Easterly direction to the Public Road known as "Khyber Pass Road"

THIRDLY ALL THAT triangular lot or parcel of land situated in Warwick Parish in the Islands of Bermuda delineated on Public Works Department Drawing Number 4/5/58 as annexed to a Conveyance dated 21st April 1975 and made between The Government of Bermuda of the first part and Raymond Baptiste of the other part and thereon coloured pink containing Nought decimal point nought two nought eight of an acre (0.0208 acres) being portion of that lot or parcel of land known as the "Old Warwick Graveyard" and bounded NORTHERLY by land of the Bermuda Government formerly forming part and parcel of the land hereby granted and there measuring fifty seven feet or thereabout SOUTHERLY by land forming part of a right of way and there measuring sixty seven feet or thereabout and WESTERLY by land now or formerly of Edmund Graham Gibbons and there measuring eighteen feet or thereabout, with the appurtenances

FOURTHLY ALL THAT certain portion of land situate in Warwick Parish in the Islands of Bermuda delineated and outlined in red and cross-hatched on the drawing annexed to a Conveyance made the 27th September 2000 between the Government of Bermuda of the one part and Raymond Baptiste of the other part and thereon marked "C" drawn by the Ministry of Works & Engineering (and compiled from C.H. B. Crisson plan No. 3664-2 dated 31 December 1999) (a copy of which is annexed hereto as "Plan 4") and comprising Nought decimal nought nought four six (0.0046) Acres (or 0.0018 hectares or 199.1 square feet) and bounded NORTHEASTERLY by a portion of the sidewalk of Khyber Pass Road and there measuring Twenty feet (20'0") SOUTH SOUTHEASTERLY by the driveway leading to Baptiste Builder's Supply and there measuring Twenty feet (20'0") and WESTERLY by land remaining in the possession of the Government of Bermuda and there measuring Twenty-nine feet seven inches (29'7") OR HOWEVER OTHERWISE the said portion of land may be bounded may measure or ought to be described.

Wakefield Quin  
Attorneys for the Applicant