

MEMORIAL

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Luxembourg



MEMORIAL

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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° 3064

4 décembre 2013

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Zephyr'07-S.A. SICAV-SIF, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-1118 Luxembourg, 11, rue Aldringen.
R.C.S. Luxembourg B 129.886.

As the annual accounts was not available for the first annual general meeting, we are pleased to convene you to the
SECOND ANNUAL GENERAL MEETING
which will be held on *19 December 2013* at 3:00 p.m. at the registered office of the Company with the following agenda

Agenda:

1. Hearing of the reports of the board of directors and of the independent auditor
2. Approval of the annual accounts as at 31 March 2013 and allocation of the results
3. Discharge to be granted to the directors
4. Statutory appointments
5. Miscellaneous

Decisions on all items of the agenda require no quorum of presence and are adopted at the simple majority of the votes cast at the Meeting. Each share is entitled to one vote. Proxies are available at the registered office of the Company.

Référence de publication: 2013158318/755/18.

Redstone Invest S.A., Société Anonyme.

Siège social: L-1628 Luxembourg, 7A, rue des Glacis.
R.C.S. Luxembourg B 112.513.

Messieurs, Mesdames, les actionnaires,

Nous avons l'honneur de vous informer que vous êtes convoqués, le 12 décembre 2013, à quatorze heures, au siège social, en

ASSEMBLEE GENERALE ANNUELLE

tenue extraordinairement, à l'effet de délibérer sur l'ordre du jour suivant:

Ordre du jour:

- Lecture des rapports du Conseil d'Administration et du Commissaire aux Comptes sur les comptes de l'exercice clos le 31 décembre 2012, approbation desdits comptes, décharge aux administrateurs et au Commissaire aux Comptes,
- Affectation du résultat
- Questions diverses

Le Conseil d'Administration.

Référence de publication: 2013159757/18.

Castle Holding S.A., Société Anonyme Soparfi.

Siège social: L-1628 Luxembourg, 7A, rue des Glacis.
R.C.S. Luxembourg B 72.963.

Messieurs, Mesdames, les actionnaires,

Nous avons l'honneur de vous informer que vous êtes convoqués, le 12 décembre 2013, à dix heures trente, au siège social, en

ASSEMBLEE GENERALE ORDINAIRE

tenue extraordinairement, à l'effet de délibérer sur l'ordre du jour suivant:

Ordre du jour:

- Lecture des rapport du Conseil d'Administration et, du Commissaire aux Comptes sur les comptes de l'exercice clos le 31 décembre 2012, approbation desdits comptes, décharge aux administrateurs et au Commissaire aux Comptes,
- Affectation du résultat
- Questions diverses

Le Conseil d'Administration.

Référence de publication: 2013159758/18.

Eclat Investments S.A., Société Anonyme.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.
R.C.S. Luxembourg B 63.091.

The Shareholders are hereby convened to attend the

ANNUAL GENERAL MEETING

of shareholders which will be held on *December 30, 2013* at 10.00 a.m. at 5, rue Guillaume Kroll, L-1882 Luxembourg, with the following agenda.

Agenda:

1. Presentation and approval of the report of the Statutory Auditor ("Commissaire aux comptes") of the Company for the financial year ended December 31, 2012;
2. Presentation and approval of the annual accounts of the Company for the financial year ended December 31, 2012;
3. Allocation of the result;
4. Discharge to the Directors and Statutory Auditor ("Commissaire aux comptes") of the Company for the financial year ended December 31, 2012;
5. Statutory elections;
6. Miscellaneous.

Référence de publication: 2013165841/581/19.

Genomic Holding S.A., Société Anonyme.

Siège social: L-1411 Luxembourg, 2, rue des Dahlias.
R.C.S. Luxembourg B 80.184.

The Shareholders are hereby convened to the

ANNUAL GENERAL MEETING

of the shareholders which will take place on *16th December, 2013* at 1 pm. at 2, rue des Dahlias, L-1411 Luxembourg. The agenda of the Annual General Meeting is as follows:

Agenda:

1. Annual report for the financial year ending on December 31st, 2012.
2. Approval of the annual accounts and allocation of results as of December 31st, 2012.
3. Decision on the company's dissolution according to article 100 of the Corporate Act of August 10, 1915.
4. Discharge to the directors and to the independent auditor for the exercise of their mandate through December 31st, 2012.
5. Appointment of the Managers
6. Appointment of the Auditor
7. Miscellaneous.

The Board of Directors.

Référence de publication: 2013161779/20.

S.F.I. S.A., Sessions Finances Investments S.A., Société Anonyme.

Siège social: L-8041 Strassen, 65, rue des Romains.
R.C.S. Luxembourg B 149.919.

Les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le lundi *16 décembre 2013* à 14h00 au siège de la société avec l'ordre du jour suivant:

Ordre du jour:

1. Présentation des Comptes Annuels au 31/12/2012;
2. Lecture du Compte Rendu de la Réunion du Conseil d'Administration et du Rapport du Commissaire;
3. Approbation des Comptes Annuels et Affectation du Résultat pour l'exercice clôturé au 31/12/2012;
4. Décharge aux Administrateurs et Commissaire;
5. Divers

Référence de publication: 2013168008/553/15.

Prosperity Return Fund, Fonds Commun de Placement.

Hiermit werden die Anteilinhaber des Prosperity Return Fund informiert, dass der Verwaltungsrat der Universal-Investment-Luxembourg S.A. gemäß Art. 12 des Verwaltungsreglements beschlossen hat, den o.g. Fonds mit Wirkung zum 06. Dezember 2013 zu liquidieren. Die Ausgabe von Anteilen wird gemäß Art. 12 Abs. 3 des Verwaltungsreglements mit Wirkung zum 06. November 2013 eingestellt. Ein Vertrieb von Fondsanteilen findet nicht mehr statt. Als Tag der letzten Preisberechnung (Bewertung) ist der 06. Dezember 2013 vorgesehen.

Die Depotbank wird den Liquidationserlös unter den Anteilinhabern des Fonds nach deren Anspruch verteilen.

Universal-Investment-Luxembourg S.A.

Référence de publication: 2013167981/1779/11.

Build Group Co. S.A., Société Anonyme (en liquidation).

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

R.C.S. Luxembourg B 122.985.

Mesdames et Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE EXTRAORDINAIRE

qui se tiendra le lundi 23 décembre 2013 à 11.45 heures au siège social avec pour

Ordre du jour:

1. Acceptation du rapport du commissaire à la liquidation.
2. Décharge au liquidateur et au commissaire à la liquidation.
3. Clôture de la liquidation.
4. Indication de l'endroit où les livres et documents sociaux devront être déposés et conservés pendant cinq ans.

Pour assister ou être représentés à cette Assemblée, Mesdames et Messieurs les actionnaires sont priés de déposer leurs titres cinq jours francs avant l'Assemblée au siège social.

Référence de publication: 2013167976/755/16.

Navcon S.A., Société Anonyme.

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

R.C.S. Luxembourg B 135.811.

The shareholders of the Company, are hereby convened to attend the

ORDINARY GENERAL MEETING

of the shareholders of the Company (the Meeting) which will be held at the registered office of the Company, 15, rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg on, *December 23, 2013 at 10:00 am.*

The purpose of the Meeting is to acknowledge, approve, confirm and ratify the decisions taken at the occasions of the following general meetings of the shareholders of the Company of which the agendas are included in the agenda of this Meeting:

Agenda:

- general meeting of the shareholders of the Company held on March 31, 2009;
- general meeting of the shareholders of the Company held on August 31, 2009;
- general meeting of the shareholders of the Company held on July 19, 2010;
- general meeting of the shareholders of the Company held on March 31, 2011;
- general meeting of the shareholders of the Company held on August 11, 2011;
- general meeting of the shareholders of the Company held on August 16, 2012; and
- general meeting of the shareholders of the Company held on October 14, 2013.

In accordance with the above, the Meeting shall have the following agenda:

Agenda:

1. Convening notices;
2. Acknowledgement of the reports by the board of directors of the Company (the Board) and by the statutory auditor of the Company (the Statutory Auditor) with respect to the financial year ending on November 30, 2008 (the 2008 Financial Year);
3. Approval of the annual accounts for the 2008 Financial Year (the 2008 Annual Accounts);
4. Allocation of the results with respect to the 2008 Financial Year;

5. Confirmation of the financial position of the Company relating to article 100 of the amended law of August 10, 1915 concerning commercial companies (the Company Law) with respect to the 2008 Financial Year;
6. Discharge to the directors of the Company (the Directors and each a Director) and to the Statutory Auditor with respect to the 2008 Financial Year;
7. Reappointment of the Directors and of the Statutory Auditor for another term;
8. Presentation of the report of the Board and of the Statutory Auditor Report on the Company's statutory financial statements as at November 30, 2009 (the 2009 Financial Year);
9. Approval of the Company's statutory financial statements with respect to the 2009 Financial Year (the 2009 Annual Accounts);
10. Confirmation of the financial position of the Company relating to article 100 of the Company Law with respect to the 2009 Financial Year;
11. Allocation of the results with respect to the 2009 Financial Year;
12. Discharge to be granted to the Directors and to the Statutory Auditor;
13. Presentation of the reports of the Board and of the Statutory Auditor on the Company's statutory financial statements as at November 30, 2010 (the 2010 Financial Year);
14. Approval of the annual accounts with respect to the 2010 Financial Year (the 2010 Annual Accounts);
15. Allocation of the results with respect to the 2010 Financial Year;
16. Confirmation of the financial position of the Company relating to article 100 of the Company Law;
17. Discharge to the Directors and to the Statutory Auditor;
18. Appointment of a new Class A Director, and discharge to be granted to the resigning Class A Director;
19. Renewal of the mandates of the Directors;
20. Acknowledgment of the financial statements of the Company for the financial year ended on November 30, 2011 (the 2011 Financial Year), composed of the balance sheet, the profit and loss account and the notes to the financial statements (the 2011 Annual Accounts);
21. Acknowledgement of (i) the report of the Board and of (ii) the Statutory Auditor on its audit of the financial statements with respect to the 2011 Financial Year;
22. Approval of the 2011 Annual Accounts;
23. Allocation of the results with respect to the 2011 Financial Year;
24. Deliberation upon article 100 of the Company law and in accordance with the provisions provided by article 67-1, decision to continue the activities of the Company;
25. Discharge to the Directors and the Statutory Auditor for the execution of their mandates during the 2011 Financial Year and for convening the annual general meeting at a date differing from the one providing for in the articles of association of the Company;
26. Statutory elections: appointment of Virginia Strelen and Alan Botfield as Directors A of the Company until the annual general meeting to be held in the year 2015 and acknowledgement of the resignation of Andreas Demmel and Robert Quinn as Directors A of the Company;
27. Acknowledgment of the financial statements of the Company for the financial year ended on November 30, 2012 (the 2012 Financial Year);
28. Acknowledgement of (i) the report of the Board and of (ii) the Statutory Auditor on its audit of the financial statements for the 2012 Financial Year;
29. Approval of the financial statements with respect to the 2012 Financial Year (the 2012 Annual Accounts);
30. Allocation of the results of the 2012 Financial Year;
31. Deliberation upon article 100 of the Company Law;
32. Discharge to the Directors and the Statutory Auditor;
33. Acknowledgement and acceptance of the resignation of KPMG Audit S.à r.l., 9, Allée Scheffer, L-2520 Luxembourg, as Statutory Auditor.
34. Acknowledgement and acceptance of the appointment of Viscomte S.à r.l., a private limited liability company (société à responsabilité limitée) with registered office at 15, rue Edward Steichen L-2540 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 164.981 and having a share capital of twelve thousand five hundred Euros (EUR 12,500.-) as Statutory Auditor;
35. Empowerments; and
36. Miscellaneous.

The following documents are available for consultation at the registered office of the Company:

- the 2008 Annual Accounts;
- the reports of the Board and Statutory Auditor relating to the 2008 Annual Accounts;
- the 2009 Annual Accounts;
- the reports of the Board and Statutory Auditor relating to the 2009 Annual Accounts;
- the 2010 Annual Accounts;
- the reports of the Board and Statutory Auditor relating to the 2010 Annual Accounts;
- the 2011 Annual Accounts;

- the reports of the Board and Statutory Auditor relating to the 2011 Annual Accounts;
- the 2012 Annual Accounts; and
- the reports of the Board and Statutory Auditor relating to the 2012 Annual Accounts.

Should you not be in a position to attend in person to the Meeting, a form of a power of attorney for your representation is available upon request at the registered of the Company.

For and on behalf of Navcon S.A.

Référence de publication: 2013166406/95.

Darmazel S.A., Société Anonyme.

Siège social: L-1840 Luxembourg, 11B, boulevard Joseph II.
R.C.S. Luxembourg B 134.707.

Messieurs les Actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

Qui se tiendra extraordinairement le 12 décembre 2013 à 10 heures 30 au siège de la société.

Ordre du jour:

1. Ratification de la non-tenue de l'Assemblée Générale Annuelle en 2013 à la date statutairement prévue compte tenu de la non-disponibilité des comptes annuels au 31/12/2012;
2. Ratification de la nomination par cooptation d'un nouvel Administrateur et décharge;
3. Rapports du Conseil d'Administration et du Commissaire aux Comptes;
4. Approbation des bilan et compte de profits et pertes au 31/12/2012;
5. Affectation du résultat;
6. Délibération conformément à l'article 100 de la loi fondamentale sur les sociétés commerciales telle que modifiée;
7. Décharge aux Administrateurs et Commissaire aux Comptes;
8. Renouvellement du mandat du Commissaire aux Comptes;
9. Divers.

Le Conseil d'Administration.

Référence de publication: 2013162310/322/21.

Euroblick Holding S.A., Société Anonyme.

Siège social: L-8009 Strassen, 117, route d'Arlon.
R.C.S. Luxembourg B 38.379.

Les actionnaires de la société anonyme EUROBLICK HOLDING S.A. sont invités à assister à

l'ASSEMBLEE GENERALE EXTRAORDINAIRE

Qui se tiendra le 16 décembre 2013 à 15 :00 heures au sein des bureaux de Maître Claude Schmartz, administrateur provisoire de la Société, L-7364 Bofferdange, Domaine du Parc, Résidence Les Cerisiers 2, 1B, A Romesch, afin de délibérer sur l'ordre du jour suivant:

Ordre du jour:

1. Discussion et vote sur la vente des 999 parts sociales de la société Ifigenia N.V., société de droit Belge, ayant son siège à Parklaan 71 BUS 16, 9100 Sint-Niklaas (Belgique), détenues par la Société aux termes du jugement n° 217/2010 (n° 54 167 du rôle) rendu par le Tribunal d'arrondissement de et à Luxembourg, du 14 juillet 2010, en continuation du jugement n°167/2008 (n° 54 167 du rôle) rendu par le Tribunal d'arrondissement de et à Luxembourg, du 29 mai 2008, en continuation du jugement n°163/2007 (n° 54 167 du rôle) rendu par le Tribunal d'arrondissement de et à Luxembourg, du 28 mars 2007, jugements dont appel;
2. Discussion et vote sur la mise sous séquestre du prix d'achat des 999 prédites parts auprès de Maître François Turk ou de toute autre personne désignée à cet effet dans l'attente d'un jugement définitif sur les droits de la Société sur ces parts sociales;
3. Discussion et vote sur un déplacement du siège social de la Société auprès du domiciliataire TOTALSERVICE MANAGEMENT Luxembourg S.à.r.l.
4. Discussion concernant la créance de la Société sur la société anonyme AYSKYLOS
5. Discussion sur la situation et l'avenir de la Société ;
6. Divers.

L'Assemblée Générale ne délibérera valablement que si la moitié du capital est présente ou représentée à l'Assemblée Générale.

Les actionnaires qui ne pourront pas assister personnellement à l'Assemblée Générale sont invités à envoyer une procuration dûment remplie à leur mandataire désigné ainsi qu'une copie de cette dernière à l'administrateur provisoire

de la Société au plus tard le 7 novembre 2013. Les procurations seront envoyées aux actionnaires de même qu'une copie de la présente convocation et pourront également être obtenues sur demande auprès de l'administrateur provisoire de la Société.

L'Administrateur Provisoire

Claude SCHMARTZ

Référence de publication: 2013161153/35.

Altralux S.A., Société Anonyme.

Siège social: L-1628 Luxembourg, 7A, rue des Glacis.

R.C.S. Luxembourg B 115.153.

Messieurs, Mesdames, les actionnaires,

Nous avons l'honneur de vous informer que vous êtes convoqués, le 12 décembre 2013 à 9 heures 30 ,au siège social, en

ASSEMBLEE GENERALE ORDINAIRE

tenue extraordinairement, à l'effet de délibérer sur l'ordre du jour suivant:

Ordre du jour:

- Lecture des rapports du Conseil d'Administration et du Commissaire aux Comptes sur les comptes de l'exercice clos le 31 décembre 2012, approbation desdits comptes, décharge aux administrateurs et au Commissaire aux Comptes,
- Affectation du résultat,
- Questions diverses

Le Conseil d'Administration.

Référence de publication: 2013159759/18.

Grosvenor International S.A., Société Anonyme.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 88.464.

Dear shareholders,

You are hereby convened to the

EXTRAORDINARY GENERAL MEETING

of shareholders of the Company which will take place on Thursday, 12 December, 2013 at 09:30 a.m. (CET) at 5, Place Winston Churchill, L-2014 Luxembourg.

The agenda of the extraordinary general meeting is as follows:

Agenda:

1. Reduction of the number of issued shares representing the share capital of the Company by cancellation of twenty-eight million eight hundred thousand (28,800,000) Class B Voting Preference Shares with reduction of share capital;
2. Amendment of Articles 5.1, 5.2, 6.3, 7.1, 7.2, 8.3, 8.4, 8.5 and 20 of the articles of association of the Company and deletion of Articles 9 and 10 of the articles of association of the Company in order to reflect the first resolution and therefore suppress any reference to the Voting Preference Shares; and
3. Subsequent restatement and renumbering of the articles of association of the Company in their entirety while taking into account inter alia the above resolutions.

The extraordinary general meeting can be validly held if a quorum of at least 50% of the shares issued and outstanding are present or represented. If the quorum is not reached, the meeting will be reconvened in the manner prescribed by Luxembourg law. The reconvened meeting may validly deliberate without any quorum. The passing of the resolutions for the extraordinary general meeting requires the consent of 2/3 of the votes cast by the shareholders present or represented at the meeting.

Votes cast do not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote.

Shareholders may vote in person or by proxy.

The Board of Directors.

Référence de publication: 2013160500/260/28.

AXA Investplus, Société d'Investissement à Capital Variable.

Siège social: L-5826 Hesperange, 33, rue de Gasperich.

R.C.S. Luxembourg B 26.830.

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L'ASSEMBLEE GENERALE ANNUELLE

des actionnaires de AXA INVESTPLUS, SICAV se tiendra au siège de BGL BNP Paribas, 50, avenue J.F. Kennedy à Luxembourg, le vendredi 13 décembre 2013 à 16.00 heures, pour délibérer sur l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du conseil d'administration sur l'exercice clos le 30 septembre 2013.
2. Rapport du Réviseur d'entreprises agréé.
3. Examen et approbation des comptes de l'exercice clos le 30 septembre 2013.
4. Dividende des actions de distribution.
5. Décharge aux administrateurs.
6. Nominations statutaires.
7. Réélection du Réviseur d'entreprises agréé.
8. Divers.

Pour pouvoir assister à l'assemblée générale annuelle, conformément à l'article 11 des statuts, les propriétaires d'actions au porteur doivent avoir déposé leurs actions cinq jours au moins avant l'assemblée annuelle au siège social, auprès de BGL BNP Paribas, ou auprès de AXA Bank Europe S.A., Bruxelles.

Les résolutions à l'ordre du jour de l'assemblée générale annuelle ne requièrent pas de quorum spécial et seront adoptées si elles sont votées à la majorité des voix des actionnaires présents ou représentés.

Le Conseil d'Administration.

Référence de publication: 2013161481/755/24.

Coal Energy S.A., Société Anonyme.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 154.144.

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The board of directors of Coal Energy S.A. (the "Company") convenes the shareholders of the Company to the

ANNUAL GENERAL MEETING

of shareholders of the Company (the "AGM") will be held on 12 December 2013 at 11 a.m. (Central European Time) at the offices of the Company, 46A, avenue J. F. Kennedy, L-1855 Luxembourg, with the following agenda:

Agenda:

1. Approval of the stand-alone financial statements as of 30 June 2013 and of the management report for the year covered by these stand-alone financial statements
The board of directors proposes that the meeting approves the stand-alone financial statements as of 30 June 2013 and the management report for the year covered by these financial statements.
2. Allocation of the net result from the financial year ended on 30 June 2013
The board of directors proposes that the meeting acknowledges the net loss for the financial year ended on 30 June 2013, and amounting to two million three hundred six thousand forty-nine United States Dollars fourteen cents (USD 2,306,049.14), and approves to carry forward this net loss.
3. Approval of the consolidated financial statements for the company as of 30 June 2013 and of the management report for the year covered by these financial statements
The board of directors proposes that the meeting approves the consolidated financial statements as of 30 June 2013 and the management report for the year covered by these financial statements.
4. Resolution on the continuation of the Company
The board of directors proposes that in accordance with article 100 of the Luxembourg law dated 10 August 1915 on commercial companies, as amended, the general meeting of shareholders acknowledges that the losses for the financial year ended on 30 June 2013 exceed half of the issued share capital of the Company.
The board of directors further proposes that the meeting resolves to approve the continuation of the Company.
5. Acknowledgement of the resignation of Mr. Mykhail Zolotarov as class A director, and confirmation of the appointment of Mr. Roman Kolvakov as class A director of the Company
The board of directors proposes to acknowledge the resignation of Mr. Mykhail Zolotarov as class A director with effect on 22 August 2013.
Mr. Roman Kovalkov was coopted as class A director by resolutions of the board of directors dated 24 September 2013 with immediate effect and for a term ending at the next following general meeting of shareholders of the Company. The board of directors proposes that the meeting confirms the appointment of Mr. Roman Kovalkov as

class A director of the Company for a period ending at the general meeting of shareholders of the Company that will resolve on the annual accounts for the financial year that will end on 30 June 2019.

6. Discharge of the directors of the Company for the performance of their duties during the financial year ended on 30 June 2013

The board of directors proposes that the meeting discharges the directors who have been in office during the financial year ended on 30 June 2013 (Viktor Vyshnevetsky, Mykhail Zolotarov, Oleksandr Rezyk, Arthur David Johnson, Jacob Mudde, Gwenaëlle Bernadette Andrée Dominique Cousin) from their liability for the performance of their duties as directors of the Company.

7. Discharge of Baker Tilly Luxembourg Audit S.à r.l. as independent auditor of the Company for the performance of its duties during the financial year ended on 30 June 2013

The board of directors proposes that the meeting discharges Baker Tilly Luxembourg Audit S.à r.l. from their liability for the performance of their duties as independent auditor of the Company during the financial year ended on 30 June 2013.

Voting Recommendation:

The board of directors of the Company recommends that shareholders vote in favour of the resolutions which will be proposed and considered at the Meeting.

Important notices:

- In accordance with the Article 3 of the law of 24 May 2011 on exercise of certain rights of shareholders at the general meeting of companies admitted to trading, participation at the AGM is reserved to shareholders of the Company, whose shareholding is determined on the latest the 29th day of November 2013 at 24.00 (Central European Time) prior to Meeting, and who give notice of their intention to attend the AGM by mail or return by no later than 6 December 2013 17.00 (Central European Time) a duly completed proxy form to the following address: 46A avenue J. F. Kennedy, L-1855 Luxembourg, Grand-Duchy of Luxembourg / Fax: + 352 42 19 61; Email: ProjectLavaLux@tmf-group.com.

The documents relating to the AGM are available at the registered office of the Company and on the website of the Company (<http://coalenergy.com.ua/>) from the date of first publication of this convening notice, and until closing of the Meeting. These documents include in particular:

- (i) the form of proxy;
- (ii) draft of the shareholders resolutions to be taken during the Meeting;
- (iii) the stand-alone financial statements of the Company for the financial year ended on 30 June 2013, and the management report and the auditor's report for the year covered by these financial statements; and
- (iv) the annual report for the financial year ended on 30 June 2013 including consolidated financial statements of the Company as of 30 June 2013.

An attendance list will be established at the AGM recording the shareholder(s) of the Company attending the AGM in person or by proxy. To be recorded in such a list, a natural or a legal person will have to prove his/her/its quality of shareholder of the Company. In case of a natural person he/she will have to prove his/her identity. In case of a legal person, its representative will have to prove that he/she is a duly authorized representative empowered to bind the legal person.

- The AGM will be conducted in conformity with the voting requirements of the Luxembourg law on commercial companies dated 10 August 1915 as amended and the Company's articles of association.

The approval of resolutions of the AGM require the affirmative vote of the majority of the voting rights present or represented and expressed at the AGM.

- On the date of the present convening notice the Company has issued 45,011,120 (forty-five million eleven thousand one hundred twenty) shares having each a voting right.

- One or several shareholders representing at least 5% (five percent) of the issued share capital of the Company (i) have the right to put items on the agenda of the AGM, provided that each such item is accompanied by a justification or a draft resolution to be adopted in the AGM; and (ii) have the right to table draft resolutions for items included or to be included on the agenda of the AGM.

Requests made in accordance with (i) and (ii) above must be sent in writing per email or mail to the Company no later than the 22nd (twenty-second day) preceding the AGM to the following address: Attn.: The Directors - email: ProjectLavaLux@tmf-group.com - address 46A, avenue J.F. Kennedy, L - 1855 Luxembourg - Fax: + 352 42 19 61. The Company will publish these requests in accordance with applicable legal requirements.

Further Information:

If you require further information or clarification on the above, please contact David Burgos Duce (tel: + 352 42 71 71-1, email: ProjectLavaLux@tmf-group.com).

Luxembourg, 12 November 2013.

The Board of Directors .

Référence de publication: 2013155087/90.

IMC Holding, Société Anonyme.

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

R.C.S. Luxembourg B 94.741.

Les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra, extraordinairement, au siège social 6, rue Adolphe, L-1116 Luxembourg, le 24 décembre 2013 à 10 heures, pour délibérer sur l'ordre du jour conçu comme suit:

Ordre du jour:

1. Présentation des comptes annuels, des rapports du conseil d'administration et des rapports du commissaire aux comptes pour les exercices clos au 31 décembre 2011 et au 31 décembre 2012,
2. Approbation des comptes annuels et affectation du résultat au 31 décembre 2011 et au 31 décembre 2012,
3. Décharge à donner aux administrateurs et au commissaire aux comptes,
4. Nominations statutaires,
5. Divers

Le Conseil d'administration.

Référence de publication: 2013167978/18.

Renaissance High Grade Bond Fund, Fonds Commun de Placement.

Hiermit werden die Anteilhaber des Renaissance High Grade Bond Fund informiert, dass der Verwaltungsrat der Universal-Investment-Luxembourg S.A. gemäß Art. 12 des Verwaltungsreglements beschlossen hat, den o.g. Fonds mit Wirkung zum 06. Dezember 2013 zu liquidieren. Die Ausgabe von Anteilen wird gemäß Art. 12 Abs. 3 des Verwaltungsreglements mit Wirkung zum 06. November 2013 eingestellt. Ein Vertrieb von Fondsanteilen findet nicht mehr statt. Als Tag der letzten Preisberechnung (Bewertung) ist der 06. Dezember 2013 vorgesehen.

Die Depotbank wird den Liquidationserlös unter den Anteilhabern des Fonds nach deren Anspruch verteilen.

Universal-Investment-Luxembourg S.A.

Référence de publication: 2013167982/1779/11.

AXA Luxembourg Fund, Société d'Investissement à Capital Variable.

Siège social: L-5826 Hesperange, 33, rue de Gasperich.

R.C.S. Luxembourg B 27.225.

L'ASSEMBLEE GENERALE ANNUELLE

des actionnaires de AXA L FUND, SICAV se tiendra au siège de BGL BNP Paribas, 50, avenue J.F. Kennedy à Luxembourg, le vendredi 13 décembre 2013 à 15.00 heures, pour délibérer sur l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du conseil d'administration sur l'exercice clos le 30 septembre 2013.
2. Rapport du réviseur d'entreprises agréé.
3. Examen et approbation des comptes de l'exercice clos le 30 septembre 2013.
4. Dividende des actions de distribution.
5. Décharge aux administrateurs.
6. Nominations statutaires.
7. Réélection du réviseur d'entreprises agréé.
8. Divers.

Pour pouvoir assister à l'assemblée générale annuelle, conformément à l'article 11 des statuts, les propriétaires d'actions au porteur doivent avoir déposé leurs actions cinq jours au moins avant l'assemblée annuelle au siège social, auprès de BGL BNP Paribas, ou auprès de AXA Bank Europe S.A., Bruxelles.

Les résolutions à l'ordre du jour de l'assemblée générale annuelle ne requièrent pas de quorum spécial et seront adoptées si elles sont votées à la majorité des voix des actionnaires présents ou représentés.

Le Conseil d'Administration.

Référence de publication: 2013161454/755/24.

Ocean Race S.A., SPF, Société Anonyme - Société de Gestion de Patrimoine Familial (en liquidation).

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

R.C.S. Luxembourg B 147.514.

Mesdames et Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE EXTRAORDINAIRE

qui se tiendra le lundi 23 décembre 2013 à 11.30 heures au siège social avec pour

Ordre du jour:

1. Acceptation du rapport du commissaire à la liquidation.
2. Décharge au liquidateur et au commissaire à la liquidation.
3. Clôture de la liquidation.
4. Indication de l'endroit où les livres et documents sociaux devront être déposés et conservés pendant cinq ans.

Pour assister ou être représentés à cette Assemblée, Mesdames et Messieurs les actionnaires sont priés de déposer leurs titres cinq jours francs avant l'Assemblée au siège social.

Référence de publication: 2013167980/755/16.

Danieli International S.A., Société Anonyme.

Siège social: L-1319 Luxembourg, 126, rue Cents.

R.C.S. Luxembourg B 18.211.

Premium Property Partners S.A., Société Anonyme.

Siège social: L-1319 Luxembourg, 126, rue Cents.

R.C.S. Luxembourg B 107.257.

RECTIFICATIF

Il y a lieu de rectifier comme suit l'adresse du siège social figurant dans l'en-tête de la publication des statuts de la société Danieli International S.A., à la page 144956 du Mémorial C n° 3020 du 29 novembre 2013:

au lieu de: «L-1911 Luxembourg, 9, rue du Laboratoire»,

lire: «L-1319 Luxembourg, 126, rue Cents».

Référence de publication: 2013167975/14.

FBG 4Elements (FIS), Fonds Commun de Placement - Fonds d'Investissement Spécialisé.

Der Verwaltungsrat der ACOLIN Fund Management S.A. hat am 16. Mai 2012 beschlossen den Fonds FBG 4Elements (FIS) gemäß Artikel 16 des Verwaltungsreglements zu schließen und in Liquidation zu setzen.

Als Liquidationsdatum wurde der 30. Juni 2012 bestimmt. Das Liquidationsverfahren des FBG 4Elements (FIS) wurde durch Sachauskehr abgeschlossen.

Es wurden keine Beträge an die Caisse de Consignation überwiesen.

Luxemburg, den 03. Dezember 2013.

ACOLIN Fund Management S.A.

Référence de publication: 2013167977/8040/10.

Luxembourg Selection Fund, Société d'Investissement à Capital Variable.

Siège social: L-1855 Luxembourg, 33A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 96.268.

Mitteilung an die Anteilhaber von Luxembourg Selection Fund - New China Fund (der "Teilfonds")

Der Verwaltungsrat der Gesellschaft (der "Verwaltungsrat") möchte Sie von seiner Entscheidung in Kenntnis setzen, den Teilfonds gemäß der Satzung und dem Verkaufsprospekt mit Wirkung vom 31. Dezember 2013 (das "Datum des Inkrafttretens") aufzulösen. Die Auflösung ist notwendig, da dem Verwaltungsrat massive Rücknahmeanträge angekündigt wurden. Nach deren Abwicklung würde der Wert des Nettovermögens des Teilfonds auf einen Wert fallen, der eine wirtschaftlich effiziente Verwaltung nicht länger gestatten würde.

Seit dem Cut-off-Zeitpunkt am 18. Oktober 2013 wurden keine Anteile des Teilfonds mehr ausgegeben. Rücknahmen werden jedoch bis zum Cut-off-Zeitpunkt am 30. Dezember 2013 angenommen.

Anteilhaber, die am Datum des Inkrafttretens Anteile des Teilfonds halten, erhalten die ihnen zustehenden Liquidationserlöse in Übereinstimmung mit den luxemburgischen Gesetzen und Vorschriften nach Abschluss der Auflösung.

Beträge, auf die ein Anteilhaber keinen Anspruch erhebt, werden anschliessend bei der Caisse de Consignation hinterlegt.

Bitte beachten Sie, dass Anteilhaber auf ihre Anlagen in Investmentgesellschaften gegebenenfalls eine Steuer zu entrichten haben. Bitte wenden Sie sich bezüglich steuerlicher Fragen im Zusammenhang mit dieser Auflösung an Ihren Steuerberater.

Luxemburg, den 4. Dezember 2013.

Der Verwaltungsrat .

Référence de publication: 2013167979/755/22.

Strategie-Aktiv-Fonds, Fonds Commun de Placement.

Hiermit werden die Anteilhaber des Strategie-Aktiv-Fonds informiert, dass der Verwaltungsrat der Universal-Investment-Luxembourg S.A. gemäß Art. 12 des Verwaltungsreglements beschlossen hat, den o.g. Fonds zu liquidieren.

Die Ausgabe wurde gemäß Art. 16 A) des Verwaltungsreglements mit sofortiger Wirkung (12. November 2013) eingestellt. Ein Vertrieb von Fondsanteilen findet nicht mehr statt.

Der Liquidator des Fonds hat mit Beschluss vom 29. November 2013 als Tag der letzten Preisberechnung (Bewertung) den 29. November 2013 festgelegt.

Die Depotbank wird den Liquidationserlös unter den Anteilhabern des Fonds nach deren Anspruch verteilen.

Universal-Investment-Luxembourg S.A.

Référence de publication: 2013168045/1779/12.

Skiros International Finance S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 170.663.

EXTRAIT

Il résulte contrat de vente signé en date du 22 octobre 2013 que les parts sociales de la société de EUR 1,- chacune, seront désormais réparties comme suit:

Désignation de l'actionnaire	Nombre de parts sociales
Sifco Metals Participações S.A.	
Avenida São Paulo, 479, Andar 01, Sala 01, Vila Progresso, Jundiai, SP, CEP 13202-610 Brasil	12.500
Travis Investment S.à r.l.	
15, rue Edward Steichen, L-2540 Luxembourg	0
Total	12.500

Pour extrait conforme.

Luxembourg, le 5 novembre 2013.

Référence de publication: 2013154399/21.

(130188717) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 novembre 2013.

Oriflame Cosmetics S.A., Société Anonyme.

Siège social: L-2420 Luxembourg, 24, avenue Emile Reuter.

R.C.S. Luxembourg B 8.835.

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 30 octobre 2013.

Pour copie conforme

Pour la société

Maître Carlo WERSANDT

Notaire

Référence de publication: 2013154894/14.

(130189237) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

Outlet Site JV S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.661,00.

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

R.C.S. Luxembourg B 178.113.

In the year two thousand and thirteen, the sixteenth day of October.

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

was held an extraordinary general meeting (the Meeting) of the shareholders of Outlet Site JV S.à r.l., a Luxembourg private limited liability company (société à responsabilité limitée) with registered office at 65, boulevard Grande-Duchesse Charlotte, L-1331, Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 178.113 (the Company). The Company has been incorporated on May 30, 2013 pursuant to a deed of Maître Henri Hellinckx, notary residing in Luxembourg, published in the Mémorial C Recueil des Sociétés et Associations N°1917 dated August 8, 2013. The articles of associations of the Company (the Articles) were amended most recently pursuant to a deed received by Maître Henri Hellinckx, prenamed, on October 16, 2013, in the process of publication in the Mémorial C, Recueil des Sociétés et Associations.

THERE APPEARED:

Simon MAC LLC, a limited liability company incorporated under the laws of Delaware, having its registered office at 225 W. Washington Street, Indianapolis, IN 46204 (United States of America),

here represented by Vanessa Schmitt, Avocat à la Cour, whose professional address is Luxembourg, by virtue of a power of attorney,

MGE Investments LLC, a limited liability company incorporated under the laws of Delaware, having its registered office at 1209 Orange Street, Wilmington, county of New Castle, 19801 (United States of America),

here represented by Vanessa Schmitt, Avocat à la Cour, whose professional address is Luxembourg, by virtue of a power of attorney,

MGE Roermond (Phase 2) S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 96.146

here represented by Vanessa Schmitt, Avocat à la Cour, whose professional address is Luxembourg, by virtue of a power of attorney,

MGE Roermond (Phase 3) S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 96.147

here represented by Vanessa Schmitt, Avocat à la Cour, whose professional address is Luxembourg, by virtue of a power of attorney,

which proxies, after having been signed ne varietur by the proxyholder acting on behalf of the appearing parties and the undersigned notary, shall remain attached to the present deed to be filed with such deed with the registration authorities.

The parties, represented as stated here above, have requested the undersigned notary to record the following:

I. that twelve thousand five hundred and ninety-one shares (12,591) shares, having a nominal value of EUR 1.- each, representing the entirety of the share capital of the Company, are duly represented at this Meeting which is consequently regularly constituted and may deliberate upon the items on the agenda, hereinafter reproduced;

II. that the agenda of the Meeting is worded as follows:

1. Waiver of the convening notices;

2. Increase of the share capital of the Company by an amount of seventy euro (EUR 70) so as to raise it from its present amount of twelve thousand five hundred and ninety-one euro (EUR 12,591) consisting of (i) twelve thousand five hundred (12,500) ordinary shares, (ii) one (1) class Z share, (iii) sixty-three (63) tracking share of class A1, (iv) seven (7) tracking shares of class A2, (v) eighteen (18) tracking shares of class B1, (vi) two (2) tracking shares of class B2 in registered form, having a nominal value of one euro (EUR 1) each, to twelve thousand six hundred and sixty-one euro (EUR 12,661) by the creation and issue of (i) sixty-three (63) tracking shares of class A1 and (ii) seven (7) tracking shares of class A2, with a par value of one euro (EUR 1) each;

3. Subscription to and payment of the share capital increase specified in item 2. above;

4. Subsequent amendment and restatement of article 5.1 of the Articles in order to reflect inter alia the increase of the share capital adopted under item 2.;

5. Amendment to the register of shareholders of the Company in order to reflect the above changes with power and authority given to any manager of the Company, any lawyer or employee of Loyens & Loeff in Luxembourg and any

employee of Intertrust Luxembourg S.A. to proceed on behalf of the Company to the registration of the newly issued shares in the register of shareholders of the Company; and

6. Miscellaneous.

III. that the Meeting has taken the following resolutions:

First resolution

The entirety of the corporate share capital being represented at the present Meeting, the Meeting waives the convening notices, the Shareholders represented considering themselves as duly convened and declaring having perfect knowledge of the agenda which has been communicated to them in advance.

Second resolution

The Meeting resolves to increase the share capital of the Company by an amount of seventy euro (EUR 70) so as to raise it from its present amount of twelve thousand five hundred and ninety-one euro (EUR 12,591) consisting of (i) twelve thousand five hundred (12,500) ordinary shares, (ii) one (1) class Z share, (iii) sixty-three (63) tracking share of class A1, (iv) seven (7) tracking shares of class A2, (v) eighteen (18) tracking shares of class B1, (vi) two (2) tracking shares of class B2 in registered form, having a nominal value of one euro (EUR 1) each, to twelve thousand six hundred and sixty-one euro (EUR 12,661) by the creation and issue of (i) sixty-three (63) tracking shares of class A1 and (ii) seven (7) tracking shares of class A2, with a par value of one euro (EUR 1) each.

Subscription - Payment

Thereupon:

Simon MAC LLC, predefined and represented as stated here above, declares that it subscribes for sixty-three (63) tracking shares of class A1 with a par value of one euro (EUR 1) each and to fully pay them up by a contribution in cash amounting to seven hundred forty-eight thousand three hundred and twenty-eight euro (EUR 748,328) (the Cash Contribution) to be allocated as follows:

- (i) an amount of sixty-three euro (EUR 63) is to be allocated to the share capital account of the Company; and
- (ii) an amount of seven hundred forty-eight thousand two hundred and sixty-five euro (EUR 748,265) is to be allocated to the share premium account of the Company attached to the tracking shares of class A1.

The amount of seven hundred forty-eight thousand three hundred and twenty-eight euro (EUR 748,328) corresponding to the Cash Contribution is at the disposal of the Company, as has been proved to the undersigned notary, who expressly acknowledges.

MGE Investments LLC, predefined and represented as stated here above, declares that it subscribes for two (2) tracking shares of class A2 with a par value of one euro (EUR 1) each and to fully pay them up by a contribution in kind consisting of the conversion of a receivable in the form of twelve thousand eight hundred and ninety (12,890) prefunding PECs having a par value of one euro (EUR 1) issued by the Company to the subscribing shareholder for the aggregate amount of twelve thousand eight hundred and ninety euro (EUR 12,890) (the Receivable) that MGE Investments LLC holds against the Company.

The Receivable in the aggregate amount of twelve thousand eight hundred and ninety euro (EUR 12,890) shall to be allocated as follows:

- (i) an amount of two euro (EUR 2) is to be allocated to the share capital account of the Company; and
- (ii) an amount of twelve thousand eight hundred and eighty-eight euro (EUR 12,888) is to be allocated to the share premium account of the Company attached to the tracking shares of class A2.

The valuation of the Receivable is evidenced inter alia, by (i) an interim balance sheet of the Company dated October 16, 2013 signed for approval by the management of the Company (the Balance Sheet) and (ii) a management certificate issued by the management of the Company, stating that:

1. the Shareholder is the legal and beneficial owner of the Receivable;
2. the Receivable is certain and will be due and payable on its due date without deduction (certain, liquide et exigible);
3. the Shareholder is solely entitled to the Receivable and possesses the power to dispose of the Receivable;
4. the Receivable is not encumbered with any pledge or usufruct, there exists no right to acquire any pledge or usufruct on the Receivable and the Receivable is not subject to any attachment;
5. there exist neither pre-emption rights nor any other rights by virtue of which any person may be entitled to demand that the Receivable be transferred to it;
6. according to the applicable law and respective articles of association or other organizational documents, as amended, the Receivable is freely transferable;
7. all formalities required in Luxembourg or any relevant jurisdiction subsequent to the contribution in kind of the Receivable to the Company will be effected upon receipt of a certified copy of the notarial deed documenting the said contribution in kind;

8. all corporate, regulatory and other approvals for the execution, delivery and performance of the Receivable to the Company, as the case may be, have been obtained or, in the case of the Shareholder, will be obtained in a manner permitted by the laws of the jurisdiction in which the Sole Shareholder is registered;

9. based on generally accepted accounting principles, the value of the Receivable is at least equal to twelve thousand eight hundred and ninety euro (EUR 12,890) as shown by the attached balance sheet and since such valuation no material changes have occurred which would have depreciated the contribution made to the Company; and

10. all formalities to transfer the legal ownership of the Receivable contributed to the Company have been or will be accomplished by the Shareholder and upon the contribution of the Receivable by the Shareholder to the Company, the Company will become the full owner of the Receivable.

Such certificate and a copy of the Balance Sheet, after signature *ne varietur* by the proxy-holder of the appearing party and the undersigned notary, will remain annexed to the present deed to be filed with the registration authorities.

MGE Roermond (Phase 2) S.à r.l., predefined and represented as stated here above, declares that it subscribes for three (3) tracking shares of class A2 with a par value of one euro (EUR 1) each and to fully pay them up by a contribution in kind consisting of the conversion of a receivable in the form of twelve thousand six hundred and thirty-two (12,632) prefunding PECs having a par value of one euro (EUR 1) issued by the Company to the subscribing shareholder for the aggregate amount of twelve thousand six hundred and thirty-two euro (EUR 12,632) (the Receivable) that MGE Roermond (Phase 2) S.à r.l. holds against the Company.

The Receivable in the aggregate amount of twelve thousand six hundred and thirty-two euro (EUR 12,632) shall to be allocated as follows:

- (i) an amount of three euro (EUR 3) is to be allocated to the share capital account of the Company; and
- (ii) an amount of twelve thousand six hundred and twenty-nine euro (EUR 12,629) is to be allocated to the share premium account of the Company attached to the tracking shares of class A2.

The valuation of the Receivable is evidenced *inter alia*, by (i) an interim balance sheet of the Company dated October 16; 2013 signed for approval by the management of the Company (the Balance Sheet) and (ii) a management certificate issued by the management of MGE Roermond (Phase 2) S.à r.l., stating that:

1. MGE Roermond (Phase 2) S.à r.l. is the legal and beneficial owner of the Receivable;
2. the Receivable is certain and will be due and payable on its due date without deduction (*certaine, liquide et exigible*);
3. MGE Roermond (Phase 2) S.à r.l. is solely entitled to the Receivable and possesses the power to dispose of the Receivable;
4. the Receivable is not encumbered with any pledge or usufruct, there exists no right to acquire any pledge or usufruct on the Receivable and the Receivable is not subject to any attachment;
5. there exist neither pre-emption rights nor any other rights by virtue of which any person may be entitled to demand that the Receivable be transferred to it;
6. according to the applicable law and respective articles of association or other organizational documents, as amended, the Receivable is freely transferable;
7. all formalities required in Luxembourg or any relevant jurisdiction subsequent to the contribution in kind of the Receivable to the Company will be effected upon receipt of a certified copy of the notarial deed documenting the said contribution in kind;

8. all corporate, regulatory and other approvals for the execution, delivery and performance of the Receivable to the Company, as the case may be, have been obtained or, in the case of MGE Roermond (Phase 2) S.à r.l., will be obtained in a manner permitted by the laws of the jurisdiction in which MGE Roermond (Phase 2) S.à r.l. is registered;

9. based on generally accepted accounting principles, the value of the Receivable is at least equal to twelve thousand six hundred and thirty-two euro (EUR 12,632) as shown by the attached balance sheet and since such valuation no material changes have occurred which would have depreciated the contribution made to the Company; and

10. all formalities to transfer the legal ownership of the Receivable contributed to the Company have been or will be accomplished by the Shareholder and upon the contribution of the Receivable by MGE Roermond (Phase 2) S.à r.l. to the Company, the Company will become the full owner of the Receivable.

Such certificate and a copy of the Balance Sheet, after signature *ne varietur* by the proxy-holder of the appearing party and the undersigned notary, will remain annexed to the present deed to be filed with the registration authorities.

MGE/DREF European Retail Ventures LLC, a Delaware limited liability company having its office address at 1209 Orange Street, Wilmington, Delaware DE 19801, (United States of America) (MGE DREF LLC), here represented by Vanessa Schmitt, Avocat à la Cour, whose professional address is Luxembourg, by virtue of a power of attorney, declares that it subscribes for two (2) tracking shares of class A2 with a par value of one euro (EUR 1) each and to fully pay them up by a contribution in kind consisting of fifty per cent of the issued and outstanding membership interests in the capital of MGE Venice LLC, a limited liability company incorporated in Delaware, United States, with number 3615225 and whose registered office is at 1209 Orange Street, Wilmington, Delaware DE 19801, (United States of America), (the MGE Venice LLC Shares) and fifty per cent of the issued and outstanding membership interests in the capital of MGE Naples LLC, a

limited liability company incorporated in Delaware, United States, with number 3794910 and whose registered office is at 1209 Orange Street, Wilmington, Delaware DE 19801, (United States of America) (the MGE Naples LLC Shares).

The MGE Venice LLC Shares and the MGE Naples LLC Shares in the aggregate amount of twenty thousand seven hundred eighty-one euro (EUR 20,781) shall be allocated as follows:

- (i) an amount of two euro (EUR 2) is to be allocated to the share capital account of the Company; and
- (ii) an amount of twenty thousand seven hundred seventy-nine euro (EUR 20,779) is to be allocated to the share premium account of the Company attached to the tracking shares of class A2.

The valuation of the MGE Venice LLC Shares and the MGE Naples LLC Shares is evidenced inter alia, by (i) an interim balance sheet of the contributor dated October 16; 2013 signed for approval by the management of the Company (the MGE DREF LLC Balance Sheet) and (ii) a management certificate issued by MGE DREF LLC, stating that:

1. MGE DREF LLC is the legal and beneficial owner of the MGE Venice LLC Shares and the MGE Naples LLC Shares;
2. MGE DREF LLC is solely entitled to the MGE Venice LLC Shares and the MGE Naples LLC Shares and possesses the power to dispose of the MGE Venice LLC Shares and the MGE Naples LLC Shares;
3. the MGE Venice LLC Shares and the MGE Naples LLC Shares are not encumbered with any pledge or usufruct, there exists no right to acquire any pledge or usufruct on the MGE Venice LLC Shares and the MGE Naples LLC Shares and the

MGE Venice LLC Shares and the MGE Naples LLC Shares are not subject to any attachment;

4. there exist neither pre-emption rights nor any other rights by virtue of which any person may be entitled to demand that the MGE Venice LLC Shares and the MGE Naples LLC Shares be transferred to it;

5. according to the applicable law and respective articles of association or other organizational documents, as amended, the MGE Venice LLC Shares and the MGE Naples LLC Shares is freely transferable;

6. all formalities required in Luxembourg or any relevant jurisdiction subsequent to the contribution in kind of the MGE Venice LLC Shares and the MGE Naples LLC Shares to the Company will be effected upon receipt of a certified copy of the notarial deed documenting the said contribution in kind;

7. all corporate, regulatory and other approvals for the execution, delivery and performance of the MGE Venice LLC Shares and the MGE Naples LLC Shares to the Company, as the case may be, have been obtained or, in the case of MGE DREF LLC, will be obtained in a manner permitted by the laws of the jurisdiction in which the MGE DREF LLC is registered;

8. based on generally accepted accounting principles, the value of the MGE Venice LLC Shares and the MGE Naples LLC Shares is at least equal to twenty thousand seven hundred eighty-one euro (EUR 20,781) as shown by the attached balance sheet and since such valuation no material changes have occurred which would have depreciated the contribution made to the Company; and

9. all formalities to transfer the legal ownership of the MGE Venice LLC Shares and the MGE Naples LLC Shares contributed to the Company have been or will be accomplished by MGE DREF LLC and upon the contribution of the MGE Venice LLC Shares and the MGE Naples LLC Shares by MGE DREF LLC to the Company, the Company will become the full owner of the MGE Venice LLC Shares and the MGE Naples LLC Shares.

Such certificate and a copy of the MGE DREF LLC Balance Sheet, after signature *ne varietur* by the proxy-holder of the appearing party and the undersigned notary, will remain annexed to the present deed to be filed with the registration authorities.

Third resolution

The Meeting resolves to amend and restate article 5.1 of the Articles so that it reads henceforth as follows:

" Art. 5. Capital.

5.1 The share capital is set at twelve thousand six hundred and sixty-one euro (EUR 12,661), represented by (i) twelve thousand five hundred (12,500) ordinary shares (collectively, the Ordinary Shares and individually, an Ordinary Share), (ii) one (1) class Z share (collectively, the Class Z Shares and individually, a Class Z Share) (iii) one hundred twenty-six (126) tracking share of class A1 (collectively, the Tracking Shares of Class A1 and individually, a Tracking Shares of Class A1), (vi) fourteen (14) tracking shares of class A2 (collectively, the Tracking Shares of Class A2 and individually, a Tracking Shares of Class A2), (v) eighteen (18) tracking shares of class B1 (collectively, the Tracking Shares of Class B1 and individually, a Tracking Shares of Class B1), (vi) two (2) tracking shares of class B2 (collectively, the Tracking Shares of Class B2 and individually, a Tracking Shares of Class B2) in registered form, having a nominal value of one Euro (EUR 1.-) each."

Fourth resolution

The Meeting resolves to amend to the register of shareholders of the Company in order to reflect the above changes and to authorise and empower any manager of the Company, any lawyer or employee of Loyens & Loeff in Luxembourg and any employee of Intertrust Luxembourg S.A, each acting individually, to proceed on behalf of the Company, to the registration of the newly issued shares in the register of shareholders of the Company.

Estimate of costs

The expenses, costs, remunerations and charges in any form whatsoever, which shall be borne by the Company as a result of the present deed are estimated to be approximately two thousand two hundred Euros (2,200.- EUR).

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

Whereof the present notarial deed is drawn in Luxembourg, on the year and day first above written.

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

Suit la traduction française du texte qui précède:

L'an deux mille treize, le seizième jour du mois d'octobre.

Par-devant Maître Henri Hellinckx, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg,

s'est tenue une assemblée générale extraordinaire (l'Assemblée) de l'associé unique de Outlet Site JV S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social au 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 178.113 (la Société). La Société a été constituée le 30 mai 2013 suivant acte de Maître Henri Hellinckx, notaire de résidence à Luxembourg, publié au Mémorial C, Recueil des Sociétés et Association n°1917 du 8 août 2013. Les statuts de la Société (les Statuts) ont été modifiés pour la dernière fois le 16 octobre 2013 suivant un acte de Maître Henri Hellinckx, publié au Mémorial C, Recueil des Sociétés et Association n° 2412 en date du 30 septembre 2013.

ONT COMPARU:

Simon MAC LLC, une société constituée selon les lois du Delaware, ayant son siège social à 225 W. Washington Street, Indianapolis, IN 46204 (Etats Unis d'Amérique),

dûment représentée par Vanessa Schmitt, avocat à la Cour, avec adresse professionnelle Luxembourg, en vertu d'une procuration.

MGE Investments LLC, une société constituée selon les lois du Delaware, ayant son siège social à 1209 Orange Street, Wilmington, county of New Castle, 19801 (Etats Unis d'Amérique),

dûment représentée par Vanessa Schmitt, avocat à la Cour, avec adresse professionnelle Luxembourg, en vertu d'une procuration.

MGE Roermond (Phase 2) S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social au 65 boulevard Grande Duchesse Charlotte, L-1331 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 96.146

dûment représentée par Vanessa Schmitt, avocat à la Cour, avec adresse professionnelle Luxembourg, en vertu d'une procuration.

MGE Roermond (Phase 3) S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social au 65 boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 96.147

dûment représentée par Vanessa Schmitt, avocat à la Cour, avec adresse professionnelle Luxembourg, en vertu d'une procuration.

Lesdites procurations; après avoir été signées ne varietur par le mandataire des parties comparantes et le notaire instrumentant, resteront annexées au présent acte pour les formalités de l'enregistrement.

Les parties comparantes, représentées comme indiqué ci-dessus, ont requis le notaire instrumentant d'acter que:

I. Que douze mille cinq cent quatre-vingt-onze (12.591) parts sociales, ayant une valeur nominale d'un euro (EUR 1) chacune, représentant l'intégralité du capital de la Société sont représentées à l'Assemblée qui est par conséquent régulièrement constituée et peut valablement délibérer sur l'ordre du jour reproduit ci- après;

II. L'ordre du jour de l'Assemblée est libellé comme suit:

1. Renonciation aux convocations d'usage;

2. Augmentation du capital social de la Société d'un montant de soixante-dix euros (EUR 70) afin de porter le capital social de la Société de son montant actuel de douze mille cinq cent quatre-vingt-onze euros (EUR 12.591) représenté par douze mille cinq cents (12.500) parts sociales ordinaires, une (1) part sociale de classe Z, soixante-trois (63) parts sociales traçantes de classe A1, sept (7) parts sociales traçantes de classe A2, dix-huit (18) parts sociales traçantes de classe B1, deux (2) parts sociales traçantes de classe B2, à douze mille six cent soixante et un euros (EUR 12.661), par l'émission de soixante-trois (63) parts sociales traçantes de classe A1 et sept (7) parts sociales traçantes de classe A2, d'une valeur nominale de un euro (EUR 1);

3. Souscription et libération de la part sociale comme indiqué sous le point 2. ci-dessus;

4. Modification subséquente et refonte de l'article 5.1 des Statuts afin de refléter entre autres l'augmentation de capital adoptée au point 2. ci-dessus;

5. Modification du registre des associés de la Société afin d'y faire figurer les changements ci-dessus avec pouvoir et autorité donnés à tout gérant de la Société, tout employé de Loyens & Loeff à Luxembourg et tout employé de Intertrust Luxembourg S.A., pour procéder pour le compte de la Société à l'inscription des parts sociales nouvellement émises dans le registre des associés de la Société; et

6. Divers.

III. L'Associé Unique a pris les résolutions suivantes:

Première résolution

L'intégralité du capital social étant représenté à l'Assemblée, l'Assemblée renonce aux convocations d'usage, les associés se considèrent valablement convoqués et déclarent avoir eu connaissance de l'ordre du jour qui leur a été communiqué en avance.

Deuxième résolution

L'Associé Unique décide d'augmenter le capital social de la Société d'un montant de soixante-dix euros (EUR 70) afin de porter le capital social de la Société de son montant actuel de douze mille cinq cent quatre-vingt-onze euros (EUR 12.591) représenté par douze mille cinq cents (12.500) parts sociales ordinaires, une (1) part sociale de classe Z, soixante-trois (63) parts sociales traçantes de classe A1, sept (7) parts sociales traçantes de classe A2, dix-huit (18) parts sociales traçantes de classe B1, deux (2) parts sociales traçantes de classe B2, à douze mille six cent soixante et un euros (EUR 12.661), par l'émission de soixante-trois (63) parts sociales traçantes de classe A1 et sept (7) parts sociales traçantes de classe A2, d'une valeur nominale de un euro (EUR 1).

Souscription - Libération

Sur ce, Simon MAC LLC., prénommée et représentée comme indiqué ci-dessus, déclare souscrire à soixante-trois (63) parts sociales traçantes de classe A1 d'une valeur nominale de un euro (EUR 1) par un apport en numéraire d'un montant de sept cent quarante-huit mille trois cent vingt-huit euros (EUR 748.328) (l'Apport en Numéraire) affecté comme suit:

- un montant de soixante-trois euros (EUR 63) au compte de capital social de la Société; et
- un montant de sept cent quarante-huit mille deux cent soixante-cinq euros (EUR 748.265) au compte de prime d'émission de la Société connecté aux parts sociales traçantes de Classe A1.

Le montant de sept cent quarante-huit mille trois cent vingt-huit euros (EUR 748.328) correspondant à l'Apport en Numéraire est à la disposition de la Société, preuve en ayant été donnée au notaire instrumentant, qui le reconnaît expressément.

Sur ce, MGE Investments LLC., prénommée et représentée comme indiqué ci-dessus, déclare souscrire à deux (2) parts sociales traçantes de classe A2 d'une valeur nominale de un euro (EUR 1) par un apport en nature par conversion d'une créance sous forme de 12.890 «prefunding PECs» ayant une valeur nominale d'un euro (EUR 1) émis par la Société à l'associé souscripteur pour un montant total de douze mille huit cent quatre-vingt-dix euros (EUR 12.890) (la Créance) que MGE Investments LLC détient contre la Société.

La Créance d'un montant de douze mille huit cent quatre-vingt-dix euros (EUR 12.890) est affectée comme suit:

- un montant de deux euros (EUR 2) au compte de capital social de la Société;
- un montant de douze mille huit cent quatre-vingt-huit euros (EUR 12.888) au compte de prime d'émission de la Société connecté aux parts sociales traçantes de Classe A2.

L'évaluation de la Créance est prouvée entre autre par (i) une balance intérimaire de la Société en date du 16 octobre 2013 signée pour accord par la gérance de la Société (la Balance Intérimaire) et (ii) un certificat émis par l'apporteur établissant que:

1. L'Associé est titulaire de la Créance;
2. La Créance est certaine, liquide et exigible sans déduction;
3. L'Associé est le seul à avoir des droits sur la Créance et dispose du pouvoir de disposer de la Créance;
4. La Créance n'est pas grevée d'un nantissement ou d'un usufruit, il n'existe aucun droit d'acquérir un nantissement ou un usufruit sur la Créance Parts Sociales et la Créance n'est sujette à une telle opération.
5. Il n'existe aucun droit de préemption, ni un autre droit en vertu duquel une personne est autorisée à demander que la Créance lui soit cédée.
6. Conformément au droit applicable et aux statuts, la Créance est librement cessible.
7. Toutes les formalités requises consécutives à l'apport en nature de la Créance seront effectuées dès réception d'une copie certifiée de l'acte notarié documentant cet apport en nature.
8. Toutes les autorisations de droit de société; réglementaires ou autres pour la signature, la délivrance et la réalisation de la Créance à la Société, le cas échéant, ont été obtenus ou, pour l'Associé, seront obtenus de manière autorisée par les lois du pays dans lequel l'Associé est enregistré;

9. Se basant sur des principes comptables généralement acceptés, la valeur des Parts Sociales est évaluée au moins à douze mille huit cent quatre-vingt-dix euros (EUR 18.890) selon le bilan et depuis cette évaluation, aucun changement n'est intervenu qui aurait déprécié l'apport fait à la Société;

10. toutes les formalités pour transférer la propriété de la Créance à la Société ont été ou seront accomplies par l'Associé et lors de l'apport de la Créance par l'Associé à la Société, la Société deviendra le propriétaire de la Créance.»

Le certificat et une copie de la Balance Intérimaire après avoir été signées ne varietur par le mandataire des parties comparantes et le notaire instrumentant, resteront annexées au présent acte pour les formalités de l'enregistrement.

MGE Roermond (Phase 2) S.à r.l., prénommée et représentée comme indiqué ci-dessus, déclare souscrire à trois (3) parts sociales traçantes de classe A2 d'une valeur nominale de un euro (EUR 1) par un apport en nature de 12.632 «prefunding PECs» ayant une valeur nominale d'un euro (EUR 1) émis par la Société à l'associé souscripteur pour un montant total de douze mille six cent trente deux euros (EUR 12.632) (la Créance) que MGE Roermond (Phase 2) S.à r.l. détient contre la Société.

La Créance d'un montant de douze mille six cent trente deux euros (EUR 12.632) est affectée comme suit:

- un montant de trois euros (EUR 3) au compte de capital social de la Société;
- un montant de douze mille six cent vingt-neuf euros (EUR 12.629) au compte de prime d'émission de la Société connecté aux parts sociales traçantes de Classe A2.

L'évaluation de la Créance est prouvée entre autre par (i) une balance intérimaire de la Société en date du 16 octobre 2013 signée pour accord par la gérance de la Société (la Balance Intérimaire) et (ii) un certificat émis par l'apporteur établissant que:

1. MGE Roermond (Phase 2) S.à r.l. est titulaire de la Créance;
2. La Créance est certaine, liquide et exigible sans déduction;
3. MGE Roermond (Phase 2) S.à r.l. est le seul à avoir des droits sur la Créance et dispose du pouvoir de disposer de la Créance;

4. La Créance n'est pas grevée d'un nantissement ou d'un usufruit, il n'existe aucun droit d'acquérir un nantissement ou un usufruit sur la Créance Parts Sociales et la Créance n'est sujette à une telle opération.

5. Il n'existe aucun droit de préemption, ni un autre droit en vertu duquel une personne est autorisée à demander que la Créance lui soit cédée.

6. Conformément au droit applicable et aux statuts, la Créance est librement cessible.

7. Toutes les formalités requises consécutives à l'apport en nature de la Créance seront effectuées dès réception d'une copie certifiée de l'acte notarié documentant cet apport en nature.

8. Toutes les autorisations de droit de société; réglementaires ou autres pour la signature, la délivrance et la réalisation de la Créance à la Société, le cas échéant, ont été obtenus ou, pour MGE Roermond (Phase 2) S.à r.l., seront obtenus de manière autorisée par les lois du pays dans lequel MGE Roermond (Phase 2) S.à r.l. est enregistré;

9. Se basant sur des principes comptables généralement acceptés, la valeur des Parts Sociales est évaluée au moins à douze mille six cent trente deux euros (EUR 12.632) selon le bilan et depuis cette évaluation, aucun changement n'est intervenu qui aurait déprécié l'apport fait à la Société;

10. toutes les formalités pour transférer la propriété de la Créance à la Société ont été ou seront accomplies par MGE Roermond (Phase 2) S.à r.l. et lors de l'apport de la Créance par MGE Roermond (Phase 2) S.à r.l. à la Société, la Société deviendra le propriétaire de la Créance.»

Le certificat et une copie de la Balance Intérimaire après avoir été signées ne varietur par le mandataire des parties comparantes et le notaire instrumentant, resteront annexées au présent acte pour les formalités de l'enregistrement.

MGE/DREF European Retail Ventures LLC, une société à responsabilité limitée de droit de Delaware, ayant son siège social au 1209 Orange Street, Wilmington, Delaware DE 19801, (Etats-Unis d'Amérique) (MGE DREF LLC), dûment représentée par dûment représentée par Vanessa Schmitt, avocat à la Cour, avec adresse professionnelle Luxembourg, en vertu d'une procuration, déclare souscrire à deux (2) parts sociales traçantes de classe A2 d'une valeur nominale de un euro (EUR 1) par un apport en nature de cinquante pourcent du capital de MGE Venice LLC., une société à responsabilité limitée de droit de Delaware, ayant son siège social au 1209 Orange Street, Wilmington, Delaware DE 19801, (Etats-Unis d'Amérique) (les Parts Venice LLC) et de cinquante pourcent du capital de MGE Naples LLC., une société à responsabilité limitée de droit de Delaware, ayant son siège social au 1209 Orange Street, Wilmington, Delaware DE 19801, (Etats-Unis d'Amérique) (les Parts Naples LLC).

Les Parts Venice LLC et les Parts Naples LLC d'un montant de vingt mille sept cent quatre-vingt-un euros (EUR 20.781) sont affectées comme suit:

- un montant de deux euros (EUR 2) au compte de capital social de la Société;
- un montant de vingt mille sept cent soixante-dix-neuf euros (EUR 20.779) au compte de prime d'émission de la Société connecté aux parts sociales traçantes de Classe A2.

L'évaluation des Parts Venice LLC et les Parts Naples LLC est prouvée entre autre par (i) une balance intérimaire de la Société en date du 16 octobre 2013 signée pour accord par la gérance de la Société (la Balance Intérimaire) et (ii) un certificat émis par l'apporteur établissant que:

1. MGE DREF LLC est titulaire des Parts Venice LLC et les Parts Naples LLC;
 2. MGE DREF LLC est le seul à avoir des droits sur les Parts Venice LLC et les Parts Naples LLC et dispose du pouvoir de disposer des Parts Venice LLC et les Parts Naples LLC;
 3. Les Parts Venice LLC et les Parts Naples LLC ne sont pas grevées d'un nantissement ou d'un usufruit, il n'existe aucun droit d'acquérir un nantissement ou un usufruit sur les Parts Venice LLC et les Parts Naples LLC et les Parts Venice LLC et les Parts Naples LLC ne sont pas sujettes à une telle opération.
 4. Il n'existe aucun droit de préemption, ni un autre droit en vertu duquel une personne est autorisée à demander que les Parts Venice LLC et les Parts Naples LLC lui soit cédées.
 5. Conformément au droit applicable et aux statuts, les Parts Venice LLC et les Parts Naples LLC sont librement cessibles.
 6. Toutes les formalités requises consécutives à l'apport en nature des Parts Venice LLC et les Parts Naples LLC seront effectuées dès réception d'une copie certifiée de l'acte notarié documentant cet apport en nature.
 7. Toutes les autorisations de droit de société; réglementaires ou autres pour la signature, la délivrance et la réalisation des Parts Venice LLC et les Parts Naples LLC à la Société, le cas échéant, ont été obtenus ou, pour MGE DREF LLC, seront obtenus de manière autorisée par les lois du pays dans lequel MGE DREF LLC est enregistré;
 8. Se basant sur des principes comptables généralement acceptés, la valeur des Parts Venice LLC et les Parts Naples LLC est évaluée au moins à vingt mille sept cent quatre-vingt-un euros (EUR 20.781) selon le bilan et depuis cette évaluation, aucun changement n'est intervenu qui aurait déprécié l'apport fait à la Société;
 9. toutes les formalités pour transférer la propriété des Parts Venice LLC et les Parts Naples LLC à la Société ont été ou seront accomplies par MGE DREF LLC et lors de l'apport des Parts Venice LLC et les Parts Naples LLC par MGE DREF LLC à la Société, la Société deviendra le propriétaire des Parts Venice LLC et les Parts Naples LLC.»
- Le certificat et une copie de la Balance Intérimaire après avoir été signées ne varietur par le mandataire des parties comparantes et le notaire instrumentant, resteront annexées au présent acte pour les formalités de l'enregistrement.

Troisième résolution

L'Associé Unique décide en outre de modifier et reformuler l'article 5.1 des Statuts afin qu'il ait désormais la teneur suivante:

« Art. 5. Capital.

5.1 Le capital social est fixé à douze mille six cent soixante et un euros (EUR 12.661), représenté par (i) douze mille cinq cents (12.500) parts sociales ordinaires (collectivement les Parts Sociales Ordinaires et individuellement, une Part Sociale Ordinaire), (ii) une (1) part sociale traçante de classe Z (collectivement les Parts Sociales de Classe Z et individuellement une Part Sociale Traçante de Classe Z), et (iii) cent vingt-six (126) parts sociales traçantes de classe A1 (collectivement les Parts Sociales Traçante de Classe A1 et individuellement une Part Sociale Traçante de Classe A1), (iv) quatorze (14) parts sociales traçantes de classe A2 (collectivement les Parts Sociales Traçante de Classe A2 et individuellement une Part Sociale Traçante de Classe A2), (v) dix-huit (18) parts sociales traçantes de classe B1 (collectivement les Parts Sociales Traçante de Classe B1 et individuellement une Part Sociale Traçante de Classe B1), (vi) deux (2) parts sociales traçantes de classe B2 (collectivement les Parts Sociales Traçante de Classe B2 et individuellement une Part Sociale Traçante de Classe B2), sous forme nominative et ayant une valeur nominale d'un euro chacune.»

Quatrième résolution

L'Associé Unique décide de modifier le registre des associés de la Société afin de refléter les modifications ci-dessus avec pouvoir et autorité donnés à tout gérant de la Société, tout avocat ou employé de Loyens & Loeff à Luxembourg et tout employé de Intertrust Luxembourg S.A., chacun agissant individuellement, pour procéder pour le compte de la Société à l'inscription des parts sociales nouvellement émises dans le registre des associés de la Société.

Estimation des frais

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à sa charge à raison du présent acte s'élèvent à environ deux mille deux cents Euros (2.200.- EUR).

Le notaire soussigné, qui comprend et parle l'anglais, constate que sur demande des comparants, le présent acte en langue anglaise, suivi d'une version française, et en cas de divergence entre le texte anglais et le texte français, le texte anglais fera foi.

Dont Acte, fait et passé à Luxembourg, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée au mandataire des comparants, le mandataire des comparants a signé le présent acte avec le notaire.

Signé: V. SCHMITT et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 23 octobre 2013. Relation: LAC/2013/48091. Reçu soixante-quinze euros (75,- EUR).

Le Receveur (signé): I. THILL.

Pour expédition conforme, délivrée à la société sur demande, aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 21 novembre 2013.

Référence de publication: 2013162083/452.

(130198975) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 novembre 2013.

**Alpcot, Société d'Investissement à Capital Variable,
(anc. Alpcot Active).**

Siège social: L-1118 Luxembourg, 11, rue Aldringen.
R.C.S. Luxembourg B 156.302.

In the year two thousand and thirteen, on the fifth day of November.

Before Us Maître Henri Hellinckx, notary, residing in Luxembourg.

Was held an extraordinary general meeting of the shareholders (the "Meeting") of Alpcot Active (the "Company"), a société d'investissement à capital variable having its registered office at 4, rue Peternelchen, L-2370 Howald, incorporated pursuant a deed of Maître Henri Hellinckx, notary residing in Luxembourg, on 25 October 2010, published in the Mémorial C, Recueil Spécial des Sociétés et Associations number 2359 of 4 November 2010.

The Meeting was opened with Mrs. Nicole Schmidt-Troje, employee, residing professionally in Luxembourg, as chairman of the Meeting.

The chairman appointed as secretary Claudia Schmidt, employee, residing professionally in Luxembourg.

The Meeting elected as scrutineer Mr. Quentin Mallié, employee, residing professionally in Luxembourg.

The bureau of the Meeting (the "Bureau") having thus been constituted, the chairman declared and requested the notary to state:

I.- That the agenda of the Meeting is the following:

Agenda

1. Amendment of the articles of incorporation of the Company (the "Articles") with effect from 19 November 2013 in order to, inter alia:

(i) amend article 1 so as to change the Company's name from "Alpcot Active" to "Alpcot";

(ii) amend article 3 to update the legal reference to reflect the Company's submission to the law of 17 December 2010 on undertakings for collective investment, as amended (the "Law") so as to read as follows:

"The exclusive object of the Corporation is to place the funds available to it in transferable securities of any kind, money market instruments and other permitted assets referred to in Part I of the law of 17th December 2010 regarding undertakings for collective investment, as amended (the "Law") with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Corporation may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the Law."

(iii) amend article 4 so as to change the Company's registered office from Hesperange to Luxembourg City;

(iv) amend article 5 so as to enable the Company to create compartments or classes of shares qualifying as "UCITS ETF" within the meaning of ESMA's Guidelines on ETFs and other UCITS issues (ESMA/2012/832) of 18 December 2012;

(v) amend article 8 to give power to the board of directors of the Company to proceed to a compulsory redemption of shares from any shareholder of the Company who might cause the Company to incur any liability in relation to taxation or any other negative impact resulting from FATCA;

(vi) amend article 16 so as to:

a. include any non-EU member state as acceptable to the Luxembourg supervisory authority and disclosed in the sales documents of the Company (such as, but not limited to, a member State of the OECD, Singapore, Brazil, Russia, Indonesia and South Africa) as a country which is acceptable for investing 100% of the net asset value of a compartment of the Company in transferable securities and money market instruments issued or guaranteed by these countries;

b. clarify the existing wording in the Articles regarding the possibility of a compartment to invest in another compartment of the Company ("cross-sub-fund investments") to the extent permitted by law;

(vii) amend article 29 so as to:

a. provide that the board of directors may decide a consolidation or a split of classes of shares within a compartment of the Company;

b. specify that the board of directors of the Company may decide to merge any compartment of the Company in accordance with the provisions of the Law;

(viii) delete the French translation of the Articles in accordance with article 26 (2) of the Law; and

(ix) undertake a general update of the Articles by amending articles 5, 8, 10, 16, 20 and 29.

2. Fixation of the Company's new registered office at 11, rue Aldringen, L-1118 Luxembourg, Grand Duchy of Luxembourg with effect from 19 November 2013.

3. Acknowledgement of the resignations of Mr Anders Malcolm and Mr Olivier Scholtes as directors of the Company and appointment of Mr Gilles Wecker and Ms Katre Saard as directors of the Company until the next annual general meeting to be held in 2014.

II.- The shareholders present or represented, the number of shares held by each of them and the proxies of the represented shareholders are shown on an attendance list; this attendance list signed by the shareholders present, the proxies of the represented shareholders, the Bureau and the undersigned notary will remain annexed to this deed to be filed at the same time with the registration authorities.

III.- The shares being all registered shares, the present Meeting was convened by notices containing the agenda sent by registered mail to the registered shareholders on 18 October 2013.

IV.- It appears from the attendance list that, out of 624,836.46 shares in issue, 400,000 shares are present or represented at the Meeting, representing more than half of the Company's capital.

V.- As a result of the foregoing, the Meeting was regularly constituted and could validly deliberate and vote on the items of the agenda.

VI.- The Meeting unanimously with 400,000 votes in favour and no votes against took the following resolutions:

First resolution

The Meeting resolves to delete the French translation of the Articles in accordance with Article 26(2) of the Law and to amend the Articles as set out in the above agenda so as to read as follows with effect from 19 November 2013:

Art. 1. There exists among the subscriber and all those who may become holders of shares, a corporation in the form of a "société anonyme" qualifying as a "société d'investissement à capital variable" under the name of Alpcot (the "Corporation").

Art. 2. The Corporation is established for an unlimited period. The Corporation may be dissolved at any moment by a resolution of the shareholders adopted in the manner required for amendment of these articles of incorporation (the "Articles of Incorporation").

Art. 3. The exclusive object of the Corporation is to place the funds available to it in transferable securities of any kind, money market instruments and other permitted assets referred to in Part I of the law of 17th December 2010 regarding undertakings for collective investment, as amended (the "Law") with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Corporation may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the Law.

Art. 4. The registered office of the Corporation is established in Luxembourg City, in the Grand Duchy of Luxembourg. If and to the extent permitted by law, the registered office of the Corporation may be transferred to any other municipality of the Grand Duchy of Luxembourg by resolution of the board of directors of the Corporation (the "Board of Directors"). Wholly owned subsidiaries, branches or other offices may be established either in Luxembourg or abroad by resolution of the Board of Directors.

In the event that the Board of Directors determines that extraordinary political, military, economic or social events or any other developments (including but not limited to any case of force majeure) have occurred or are imminent that would interfere with the normal activities of the Corporation at its registered office, or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these abnormal circumstances; such temporary measures shall have no effect on the nationality of the Corporation which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg corporation.

Art. 5. The capital of the Corporation shall be represented by shares of no par value and shall at any time be equal to the total net assets of the Corporation as defined in Article 24 hereof.

The initial capital is thirty-one thousand Euros (EUR 31,000) divided into three thousand one hundred (3,100) fully paid up shares of no par value.

The minimum capital of the Corporation shall be one million two hundred and fifty thousand Euros (EUR 1,250,000) or its equivalent and must be reached within a period of six months following registration of the Corporation by the supervisory authority on the official list of undertakings for collective investments.

The Board of Directors is authorized without limitation to issue further shares to be fully paid at any time at the net asset value per share or at the respective net asset value per share determined in accordance with Article 24 hereof without reserving the existing shareholders a preferential right to subscription of the shares to be issued.

The Board of Directors may delegate to any duly authorized director or officer of the Corporation or to any other duly authorized person, the duty of accepting subscriptions for delivering and receiving payment for such new shares.

Such shares may, as the Board of Directors shall determine, be of different compartments and the proceeds of the issue of each compartment shall be invested pursuant to Article 3 hereof in transferable securities, money market ins-

truments or other assets corresponding to such geographical areas, industrial sectors or monetary zones, or to such specific types of equity or debt securities, or/and with such specific distribution policy or specific sales and redemption charge structure as the Board of Directors shall from time to time determine in respect of each compartment.

The Corporation shall be an umbrella fund within the meaning of Article 181 (1) of the Law.

If permitted by and on the conditions set forth in Luxembourg laws and regulations, the Board of Directors may, at any time it deems appropriate and to the widest extent permitted by applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales documents of the Corporation, (i) create any compartment qualifying either as a feeder UCITS or as a master UCITS, (ii) convert any existing compartment into a feeder UCITS compartment or (iii) change the master UCITS of any of its feeder UCITS compartments.

The Board of Directors may further decide to create within each compartment one or more classes of shares whose assets will be commonly invested pursuant to the specific investment policy of the compartment concerned but where a specific sales and redemption charge structure, management charge structure, distribution policy or hedging policy is applied to each class. For the purpose of determining the capital of the Corporation, the net assets attributable to each class shall, if not expressed in euros, be translated into euros and the capital shall be the total net assets of all the classes.

In any event the Corporation shall be entitled to issue P shares (the "P Shares" or "Class P Shares"). Such P Shares shall be issued to Alpcot Capital Management Ltd or any of its subsidiaries or affiliates or any other company or entity controlled by Alpcot Capital Management Ltd or its current shareholders (hereinafter the "Group") as may from time to time be determined by the Board of Directors at its discretion.

The Corporation may from time to time create a new compartment or class that will qualify as a UCITS ETF within the meaning of the ESMA guidelines on ETFs and other UCITS issues (ESMA/2012/832 of 18 December 2012 as these guidelines may be amended or replaced) in which case the "UCITS ETF" identifier shall be included in the name of the relevant compartment or class as disclosed in the sales documents of the Corporation.

Art. 6. The directors may decide to issue shares in bearer or registered form. In respect of bearer shares, certificates will be issued in such denominations as the Board of Directors shall decide. If a bearer shareholder requests the exchange of his certificates for certificates in other denominations or the conversion into registered shares, he may be charged the cost of such exchange. In the case of registered shares, where a shareholder does not elect to obtain share certificates, he will receive instead a confirmation of his shareholding. If a registered shareholder desires that more than one share certificate be issued for his shares, the cost of such additional certificates may be charged to such shareholder. Share certificates shall be signed by two directors. Both such signatures may be either manual, or printed, by facsimile or by any other electronic means capable of evidencing such signature. However, one of such signatures may be by a person delegated to this effect by the Board of Directors. In such latter case, it shall be manual. The Corporation may issue temporary share certificates in such form as the Board of Directors may from time to time determine.

Shares shall be issued only upon acceptance of the subscription and payment of the price as set forth in Article 24 hereof. The subscriber will, without undue delay, obtain delivery of definitive share certificates or a confirmation of his shareholding.

Payments of dividends will be made to shareholders, in respect of registered shares, at their addresses in the register of shareholders of the Corporation (the "Register of Shareholders") and, in respect of bearer shares, upon presentation of the relevant dividend coupons to the agent or agents appointed by the Corporation for such purpose.

All issued shares of the Corporation other than bearer shares shall be inscribed in the Register of Shareholders, which shall be kept by the Corporation or by one or more persons designated therefore by the Corporation and such Register shall contain the name of each holder of inscribed shares, his residence or elected domicile so far as notified to the Corporation, the number and class of shares held by him and the amount paid in on each such share. Every transfer of a share other than a bearer share shall be entered in the Register of Shareholders, and every such entry shall be signed by one or more officers of the Corporation or by one or more persons designated by the Board of Directors.

Transfer of bearer shares shall be effected by delivery of the relevant bearer share certificates. Transfer of registered shares shall be effected (a) if share certificates have been issued, by inscription of the transfer to be made by the Corporation upon delivering the certificate or certificates representing such shares to the Corporation along with other instruments of transfer satisfactory to the Corporation, and (b), if no share certificates have been issued, by written declaration of transfer to be inscribed in the Register of Shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore.

Every registered shareholder must provide the Corporation with an address to which all notices and announcements from the Corporation may be sent. Such address will be entered in the Register of Shareholders.

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

If payment made by any subscriber results in the existence of a share fraction, the Board of Directors may resolve to issue fractions of shares, and in such case, such fraction shall be entered into the Register of Shareholders. It shall not be entitled to vote but shall, to the extent the Corporation shall determine, be entitled to a corresponding fraction of the dividend. In the case of bearer shares, only certificates evidencing full shares will be issued. Any balance of bearer shares for which no certificate may be issued because of the denomination of the certificates, as well as fractions of such shares may either be issued in registered form or the corresponding payment will be returned to the shareholder as the Board of Directors may from time to time determine. If the Board of Directors resolves not to issue fractions of shares, the corresponding payment will be returned to the shareholder as the Board of Directors may from time to time determine.

Art. 7. If any shareholder can prove to the satisfaction of the Corporation that his share certificate has been mislaid or destroyed, then, at his request, a duplicate share certificate may be issued under such conditions and guarantees, including a bond delivered by an insurance company but without restriction thereto, as the Corporation may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in place of which the new one has been issued shall become void.

Mutilated share certificates may be exchanged for new ones by order of the Corporation. The mutilated certificates shall be delivered to the Corporation and shall be annulled immediately.

The Corporation may, at its election, charge the shareholder for the costs of a duplicate or of a new share certificate and all reasonable expenses undergone by the Corporation in connection with the issuance and registration thereof, or in connection with the annulment of the old share certificate.

Art. 8. The Corporation may restrict or prevent the ownership of shares in the Corporation by any person, firm or corporate body.

More specifically, the Corporation may restrict or prevent the ownership of shares in the Corporation by any "U.S. person", as defined hereafter.

For such purposes the Corporation may:

a) decline to issue any share and decline to register any transfer of a share, where it appears to it that such registry or transfer would or might result in beneficial ownership of such share by a person which is precluded from holding shares in the Corporation;

b) at any time require any person whose name is entered in, or any person seeking to register the transfer of shares on, the Register of Shareholders to furnish it with any representations and warranties or any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not, to what extent and under which circumstances, beneficial ownership of such shareholder's shares rests or will rest in a person which is precluded from holding shares in the Corporation;

c) decline to accept the vote of any person who is precluded from holding shares in the Corporation at any meeting of shareholders of the Corporation, such as, but not limited to U.S. persons; and

d) where it appears to the Corporation that any person which is precluded from holding shares in the Corporation or whom the Corporation reasonably believes to be precluded from holding shares in the Corporation, either alone or in conjunction with any other person, is a beneficial owner of shares or is in breach of its representations and warranties or fails to make such representations and warranties as the Board of Directors may request or where shares are held or acquired by or on behalf of any person in circumstances which in the opinion of the board of directors might result in the Corporation incurring any liability to taxation or suffering any other pecuniary disadvantage which the Corporation might not otherwise have incurred or suffered (including any tax liabilities that might derive, inter alia, from any breach of the requirements imposed by the Foreign Account Tax Compliance Act ("FATCA") and related US regulations), including a requirement to register under any securities or investment or similar laws or requirements of any country or authority, (i) direct such shareholder to transfer his shares to a person qualified to own such shares, or (ii) require compulsorily the purchase from any such shareholder of all or part of the shares held by such shareholder in the following manner:

1) The Corporation shall serve a notice (hereinafter called the "purchase notice") upon the shareholder appearing in the Register of Shareholders as the owner of the shares to be purchased, specifying the shares to be purchased as aforesaid, the price to be paid for such shares, and the place at which the purchase price in respect of such shares is payable. Any such notice may be served upon such shareholder by posting the same in a prepaid registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Corporation. The said shareholder shall thereupon forthwith be obliged to deliver to the Corporation the share certificate or certificates representing the shares specified in the purchase notice. Immediately after the close of business on the date specified in the purchase notice, such shareholder shall cease to be the owner of the shares specified in such notice and his name shall be removed as to such shares in the Register of Shareholders.

2) The price at which the shares specified in any purchase notice shall be purchased (herein called "the purchase price") shall be an amount equal to the per share net asset value of shares in the Corporation, determined in accordance with Article twenty-four hereof.

3) Payment of the purchase price will be made to the owner of such shares, except during periods of exchange restrictions, and will be deposited by the Corporation with a bank in Luxembourg or elsewhere (as specified in the

purchase notice) for payment to such owner upon surrender of the share certificate or certificates representing the shares specified in such notice. Upon deposit of such price as aforesaid no person interested in the shares specified in such purchase notice shall have any further interest in such shares or any of them, or any claim against the Corporation or its assets in respect thereof, except the right of the shareholder appearing as the owner thereof to receive the price so deposited (without interest) from such bank upon effective surrender of the share certificate or certificates as aforesaid.

4) The exercise by the Corporation of the powers conferred by this article shall not be questioned or invalidated in any case on the ground that there was insufficient evidence of ownership of shares by any person or that the true ownership of any shares was otherwise than appeared to the Corporation at the date of any purchase notice, provided that in such case the said powers were exercised by the Corporation in good faith. Whenever used in these Articles, the term "U.S. person" shall mean national, citizen or resident of the United States of America or of any of its territories or possessions or areas subject to its jurisdiction or persons who are normally resident therein including the estate of any such person, or corporations, partnerships, trusts or any other association created or organised therein or such meaning given to "U.S. Person" under United States Federal Securities, commodities and tax laws (including, but not limited to, FATCA).

The Board of Directors may, from time to time, amend or clarify the aforesaid meaning.

In addition to the foregoing, the Board of Directors may restrict the issue and transfer of shares of a compartment or a class to institutional investors within the meaning of Article 174 of the Law ("Institutional Investor(s)"). The Board of Directors may, at its discretion, delay the acceptance of any subscription application for shares of a compartment or class reserved for Institutional Investors until such time as the Corporation has received sufficient evidence that the applicant qualifies as an Institutional Investor. If it appears at any time that a holder of shares of a compartment or a class reserved to Institutional Investors is not an Institutional Investor, the Board of Directors will convert the relevant shares into shares of a compartment or class which is not restricted to Institutional Investors (provided that there exists such a compartment or a class with similar characteristics) or compulsorily redeem the relevant shares in accordance with the provisions set forth above in this Article. The Board of Directors will refuse to give effect to any transfer of shares and consequently refuse for any transfer of shares to be entered into the Register of Shareholders in circumstances where such transfer would result in a situation where shares of a compartment or a class restricted to Institutional Investors would, upon such transfer, be held by a person not qualifying as an Institutional Investor. In addition to any liability under applicable law, each shareholder who does not qualify as an Institutional Investor, and who holds shares in a compartment or class restricted to Institutional Investors, shall hold harmless and indemnify the Corporation, the Board of Directors, the other shareholders of the relevant compartment or class and the Corporation's agents for any damages, losses and expenses resulting from or connected to such holding circumstances where the relevant shareholder had furnished misleading or untrue documentation or had made misleading or untrue representations to wrongfully establish its status as an Institutional Investor or has failed to notify the Corporation of its loss of such status.

Art. 9. Any regularly constituted meeting of the shareholders of the Corporation shall represent the entire body of shareholders of the Corporation. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Corporation.

Art. 10. The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, in Luxembourg at the registered office of the Corporation, or at such other place in Luxembourg as may be specified in the notice of meeting, on the second Friday of the month of May at 2.00 p.m.. If such day is not a bank business day, the annual general meeting shall be held on the next following bank business day at 2.00 p.m. The annual general meeting may be held abroad if, in the absolute and final judgment of the Board of Directors, exceptional circumstances so require.

If permitted by and on the conditions set forth in Luxembourg laws and regulations, the annual general meeting of shareholders may be held at another date, time or place other than those set forth in the preceding paragraph, that date, time or place to be decided by the Board of Directors.

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

Art. 11. The quorum and time required by law shall govern the notice for and conduct of the meetings of shareholders of the Corporation, unless otherwise provided herein.

Each share of whatever class and regardless of the net asset value per share within its class, is entitled to one vote. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing or by cable or telegram, telex or facsimile or any other telecommunication means capable of evidencing such proxy. Such proxy shall be valid for any reconvened meeting unless it is specifically revoked. A shareholder may also participate at any meeting of shareholders by videoconference or any other means of telecommunication permitting the identification of such shareholder. Such means must allow the shareholder to participate effectively at such meeting of shareholders. The proceedings of the meeting must be retransmitted continuously.

Except as otherwise required by law or as otherwise provided herein, resolutions at a meeting of shareholders duly convened will be passed by a simple majority of votes cast. Votes cast shall not include votes in relation to shares represented at the meeting but in respect of which the shareholders have not taken part in the vote or have abstained or have returned a blank or invalid vote.

The Board of Directors may determine all other conditions that must be fulfilled by shareholders for them to take part in any meeting of shareholders.

Art. 12. Shareholders will meet upon call by the Board of Directors, pursuant to notice setting forth the agenda.

Such notice shall be published in the *Mémorial C, Recueil des Sociétés et Associations* of Luxembourg and in such newspapers as the Board of Directors may decide (to the extent required by Luxembourg law).

If permitted by and on the conditions set forth in Luxembourg laws and regulations, the notice of any general meeting of shareholders may specify that the quorum and the majority applicable for this general meeting will be determined by reference to the shares issued and in circulation at a certain date and time preceding the general meeting (the "Record Date"), whereas the right of a shareholder to participate at a general meeting of shareholders and to exercise the voting rights attached to his/its/her shares will be determined by reference to the shares held by this shareholder as at the Record Date.

If all of the shareholders are present or represented at a general meeting of shareholders and if they state that they have been informed of the agenda of the general meeting, the general meeting may be held without prior notice or publication.

Art. 13. The Corporation shall be managed by a Board of Directors composed of not less than 3 members; members of the Board of Directors need not be shareholders of the Corporation.

The directors shall be elected by the shareholders at their annual general meeting for a period ending at the next annual general meeting and until their successors are elected and qualify.

The shareholders of the Class P Shares (the "Class P Shareholders"), as described in Article 5 hereof, are entitled to propose to the general meeting of shareholders a list containing the names of candidates for the position of director of the Corporation.

The Class P Shareholders shall propose a list of candidates to the general meeting of shareholders out of which a majority of the directors appointed by the general meeting of shareholders to the Board of Directors must be chosen by the general meeting of shareholders as Class P Shares directors (the "Class P Directors"). As a result, there shall be a majority of Class P Directors at the Board of Directors at all times. The list of candidates submitted by the Class P Shareholders shall indicate a number of candidates equal to at least twice the number of directors to be appointed as Class P Directors. Shareholders may not express their votes for a number of candidates exceeding the number of directors to be appointed as Class P Directors. The candidates of the list having received the highest number of votes will be elected.

In addition, any shareholder who wants to propose a candidate for the position of director of the Corporation to the general meeting of shareholders, must present such candidate to the Corporation in writing at least three weeks prior to the date of such general meeting. For the avoidance of doubt, the list of candidates of the Class P Shareholders must also comply with such requirement.

Any director may be removed with or without cause or be replaced at any time by resolution adopted by the general meeting, provided however that if a Class P Director is removed, the remaining directors must call for an extraordinary general meeting without delay in order for a new Class P Director to be appointed in his place and the new Class P Director appointed by the general meeting of shareholders must be chosen from the candidate(s) on the list presented by the Class P Shareholders.

In the event of a vacancy in the office of director because of death, retirement or otherwise, the remaining directors may meet and may elect, by majority vote, a director to fill such vacancy until the next meeting of shareholders. For the avoidance of doubt, a vacancy in the office of a Class P Director must be filled with a new Class P Director.

Art. 14. The Board of Directors will choose from among its members a chairman, and may choose from among its members one or more vice chairmen. It may also choose a secretary, who need not be a director, who shall be responsible for keeping the minutes of the meetings of the Board of Directors and of the shareholders. The Board of Directors shall meet upon call by the chairman, or two directors, at the place indicated in the notice of meeting.

The chairman shall preside at all meetings of shareholders and the Board of Directors, but in his absence the shareholders or the Board of Directors may appoint another director (and, in respect of shareholders' meetings, any other person) as chairman pro tempore by vote of the majority of the votes cast or of the directors present at any such meeting respectively.

The Board of Directors from time to time may appoint the officers of the Corporation, including two or more delegates of the Board of Directors, a general manager, a secretary, and any assistant general managers, assistant secretaries or other officers considered necessary for the operation and management of the Corporation. Any such appointment may be revoked at any time by the Board of Directors. Officers need not be directors or shareholders of the Corporation. The officers appointed, unless otherwise stipulated in these Articles of Incorporation, shall have the powers and duties given to them by the Board of Directors.

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

or telegram, telex, facsimile or any other telecommunication means capable of evidencing such waiver of each director. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board of Directors.

Any director may act at any meeting of the Board of Directors by appointing in writing or by cable or telegram, telex, facsimile or any other telecommunication means capable of evidencing such proxy, another director as his proxy.

The directors may only act at duly convened meetings of the Board of Directors. Directors may not bind the Corporation by their individual acts, except as specifically permitted by resolution of the Board of Directors.

The Board of Directors can deliberate or act validly only if at least half of its members are present or represented at a meeting of the Board of Directors. Decisions shall be taken by a majority of the votes of the directors present or represented at such meeting. In the event that in any meeting the number of votes for and against a resolution shall be equal, the chairman shall have a casting vote.

The Board of Directors may delegate its powers to conduct the daily management and affairs of the Corporation and its powers to carry out acts in furtherance of the corporate policy and purpose, to officers of the Corporation or physical persons or corporate entities which need not be members of the Board of Directors.

Directors may also assist at meetings of the Board of Directors and such meetings may be held by telephone link or telephone conference, provided that the vote be confirmed in writing.

A director may attend any meeting of the Board of Directors by videoconference or any similar means of telecommunication, allowing to identify such director. Such means must allow the director to effectively act at such meeting of the Board of Directors, the proceedings of which must be retransmitted continuously to such director.

The directors, acting unanimously by a circular resolution, may express their consent on one or several separate instruments in writing or by telex, cable, telegram, facsimile or any other telecommunication means capable of evidencing such consent, confirmed in writing which shall together constitute appropriate minutes evidencing such decision.

Art. 15. The minutes of any meeting of the Board of Directors shall be signed by the chairman or, in his absence, by the chairman pro tempore who presided at such meeting.

Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise shall be signed by the chairman, or by the secretary, or by two directors.

Art. 16. The Board of Directors shall, based upon the principle of spreading of risks, have power to determine the corporate and investment policy and the course of conduct of the management and business affairs of the Corporation.

The Board of Directors shall also determine any restrictions which shall from time to time be applicable to the investments of the Corporation in accordance with Part I of the Law.

The Board of Directors may decide that investment of the Corporation be made (i) in transferable securities and money market instruments admitted to or dealt in on a regulated market as defined by the Law, (ii) in transferable securities and money market instruments dealt in on another market in a member state of the European Union which is regulated, operated regularly and is recognised and open to the public, (iii) in transferable securities and money market instruments admitted to official listing in Eastern and Western Europe, Africa, the American continents, Asia, Australia and Oceania or dealt in on another market in the countries referred to above, provided that such market is regulated, operates regularly and is recognized and open to the public, (iv) in recently issued transferable securities and money market instruments provided that the terms of the issue include an undertaking that an application will be made for admission to official listing on any of the stock exchanges or other regulated markets referred to above and provided that such listing is secured within one year of the issue, as well as (v) in any other securities, instruments or other assets within the restrictions as shall be set forth by the Board of Directors in compliance with applicable laws and regulations and disclosed in the sales documents of the Corporation.

The Board of Directors may decide to invest under the principle of risk-spreading up to 100 % of the total net assets of each compartment of the Corporation in different transferable securities and money market instruments issued or guaranteed by any member state of the European Union, its local authorities, a non-member state of the European Union, as acceptable by the Luxembourg supervisory authority and disclosed in the sales documents of the Corporation (such as but not limited to OECD member states, Brazil, Singapore, Russia, Indonesia, India and South Africa) or public international bodies of which one or more of member states of the European Union are members, provided that in the case where the Corporation decides to make use of this provision the relevant compartment must hold securities from at least six different issues and securities from any one issue may not account for more than 30 % of such compartments' total net assets.

The Board of Directors may decide that investments of the Corporation be made in financial derivative instruments, including equivalent cash settled instruments, dealt in on a regulated market as referred to in the Law and/or financial derivative instruments dealt in over-the-counter provided that, among others, the underlying consists of instruments covered by Article 41 (1) of the Law, financial indices, interest rates, foreign exchange rates or currencies, in which the Corporation may invest according to its investment objectives as disclosed in the sales documents of the Corporation.

Any compartments may, to the widest extent permitted by and under the conditions set forth in applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales documents of the Corporation, subscribe, acquire and/or hold shares to be issued or issued by one or more compartments of the Corporation. In this case and

subject to conditions set forth in applicable Luxembourg laws and regulations, the voting rights, if any, attaching to these shares are suspended for as long as they are held by the compartments concerned. In addition and for as long as these shares are held by a compartment, their value will not be taken into consideration for the calculation of the net assets of the Corporation for the purposes of verifying the minimum threshold of the net assets imposed by the Law.

The Board of Directors may decide that investments of the Corporation be made so as to replicate a certain stock or bond index provided that the relevant index is recognised by the Luxembourg supervisory authority as having a sufficiently diversified composition, is an adequate benchmark and is clearly disclosed in the sales documents of the Corporation.

Art. 17. No contract or other transaction between the Corporation and any other corporation or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the Corporation is interested in, or is a director, associate, officer or employee of such other corporation or firm. Any director or officer of the Corporation who serves as a director, officer or employee of any corporation or firm with which the Corporation shall contract or otherwise engage in business shall not, by reason of such affiliation with such other corporation or firm be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

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

The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving any company of, or related to the Group, any subsidiary or affiliate thereof or such other corporation or entity as may from time to time be determined by the Board of Directors on its discretion.

Art. 18. The Corporation shall indemnify any director or officer, and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Corporation or, at its request, of any other corporation of which the Corporation is a shareholder or creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or wilful misconduct. In the event of a settlement, any indemnity shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by its counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnity shall not exclude other rights to which he may be entitled.

Art. 19. The Corporation will be bound by the joint signature of any two directors, by the individual signature of any duly authorized officer of the Corporation or by the individual signature of any other person to whom authority has been delegated by the Board of Directors.

Art. 20. The Corporation may enter into a management services agreement with a management company authorised under chapter 15 of the Law (the "Management Company") pursuant to which it designates such Management Company to supply the Corporation with investment management, administration and marketing services.

In case the Corporation shall not contract with a Management Company, the Corporation may enter into an investment management agreement with one or several investment managers (the "Investment Manager(s)").

At least either the Management Company or the Investment Manager(s) shall be part of the Group. In the event that at any time neither the Management Company nor the Investment Manager(s) are any longer a member of the Group, the Corporation shall, on request by an entity of the Group, change its name to another name omitting the word "Alpcot" and not including any other brand name of any company within the Group.

Art. 21. The Corporation shall appoint an independent auditor who shall carry out the duties prescribed by the Law. The auditor shall be elected by the annual general meeting of shareholders and until its successor is elected.

Art. 22. The Corporation has the power to redeem or acquire its own shares at any time within the sole limitations set forth by law.

Any shareholder may at any time request the redemption of all or part of his shares by the Corporation. Redemptions will generally take place in cash or in kind, respectively, depending on the class of shares concerned. The Corporation shall, if the shareholder requesting redemption so accepts, have the right to satisfy payment of the redemption price by allocating to such shareholder assets from the Corporation equal in value to the value of the shares to be redeemed. The nature and type of such assets shall be determined on a fair and reasonable basis with due regard to all applicable laws and regulations and will take into account the interests of the remaining shareholders and the valuation used shall be confirmed by a report of the Corporation's auditor. Any expenses for the establishment of such a report shall be borne by the shareholders concerned. The redemption price shall generally be paid not later than 14 business days after the date on which the applicable net asset value was determined and shall be equal to the net asset value for the relevant class of shares as determined in accordance with the provisions of Article twenty-four hereof less such redemption charge as the Board of Directors may decide and less such sum as the directors may consider an appropriate provision for duties and charges (including stamp and other duties, taxes and governmental charges, brokerage, bank charges, transfer fees,

registration and certification fees and other similar duties and charges) ("dealing charges") which would be incurred if all the assets held by the Corporation and taken into account for the purpose of the relative valuation were to be realised at the values attributed to them in such valuation and taking into account any factors which it is in the opinion of the directors acting prudently and in good faith proper to take into account, such price being possibly rounded down to the nearest whole unit of currency in which the relevant class of shares is designated, such rounding to accrue to the benefit of the Corporation.

Any redemption notice and request must be filed by such shareholder in written form at the registered office of the Corporation in Luxembourg or with any other person or entity appointed by the Corporation as its agent for redemption of shares, together with the delivery of the certificate or certificates for such shares in proper form (if issued) and accompanied by proper evidence of transfer or assignment.

Any request for redemption shall be irrevocable except in the event of suspension of redemption pursuant to Article twenty-three hereof. In the absence of revocation, redemption will occur as of the first Dealing Day (as defined in the sales documents of the Corporation) after the end of the suspension.

Shares of the capital stock of the Corporation redeemed by the Corporation shall be cancelled or held by the Corporation in a treasury account, as may be resolved from time to time by the Board of Directors.

Any shareholder may request, in principle, conversion of whole or part of his shares into shares of another class at the respective net asset values of the shares of the relevant class, adjusted by the relevant dealing charges, and rounded up or down as the directors may decide, provided that the Board of Directors may impose such restrictions as to, inter alia, frequency of conversion, and may make conversion subject to payment of such charge, as it shall consider to be in the interest of the Corporation and its shareholders generally.

If the requests for redemption and/or conversion received for any class of shares for any specific Dealing Day exceed a certain amount or percentage of the net asset value of such class, such amount and percentage being fixed by the Board of Directors from time to time and disclosed in the sales documents, the Board of Directors may defer such redemption and/or conversion requests to be carried forward for registration on the next following applicable Dealing Day. Redemptions shall be limited with respect to all shareholders seeking to redeem shares as of a same Dealing Day so that each such shareholder shall have the same percentage of its redemption request honoured; the balance of such redemption requests shall be processed by the Corporation on the next day on which redemption requests are accepted, subject to the same limitation. On such day, such requests for redemption will be complied with in priority to subsequent requests.

No redemption or conversion by a single shareholder may, unless otherwise decided by the Board of Directors and disclosed in the sales documents, be for an amount of less than the minimum holding for each class as set out in the sales documents of the Corporation or such lesser amount as the Board of Directors may decide.

If a redemption or conversion or sale of shares would reduce the value of the holdings of a single shareholder of shares of one class below the equivalent of the minimum holding for each class as set out in the sales documents of the Corporation or such other value as the Board of Directors may determine from time to time, then such shareholder may be deemed to have requested the redemption or conversion of all his shares of such class.

The Board of Directors may decide, if the total net asset value of the shares of any class of shares is less than the equivalent of ten million Euros (EUR 10,000,000.-), to redeem all the shares of such class at the net asset value applicable on the day on which all the assets attributable to such class have been realised.

The Corporation may also acquire its own shares in an openmarket transaction through a stock exchange or another regulated market either directly or through a broker. The price at which the Corporation may acquire its own shares shall in all circumstances not exceed the last applicable net asset value and subject to such other conditions or restrictions as may be determined from time to time by a general meeting of shareholders for which no quorum shall be required and resolutions shall be passed at the majority requirements set forth in Article 11. hereof.

Art. 23. For the purpose of determination of the issue, redemption and conversion prices, the net asset value of shares in the Corporation (the "Net Asset Value") shall be determined as to the shares of each class of shares by the Corporation from time to time, but in no instance less than twice monthly, as the Board of Directors by regulation may direct (every such day or time for determination of Net Asset Value being referred to herein as a "Valuation Day"), provided that in any case where any Valuation Day would fall on a day observed as a holiday by banks in Luxembourg or in any other place to be determined by the Board of Directors, such Valuation Day shall then be the preceding or next bank business day following such holiday as the Board of Directors may determine and as disclosed in the sales documents of the Corporation.

The Corporation may suspend the determination of the Net Asset Value of shares of any particular compartment and/or the issue and redemption of its shares from its shareholders as well as conversion from and to shares of each compartment:

(a) during any period when any of the principal stock exchanges or regulated markets on which any substantial portion of the investments of the Corporation attributable to such compartment from time to time is quoted or dealt in, or when the foreign exchange markets corresponding to the currencies in which the net asset value or a considerable portion of that compartment's assets are denominated, are closed, or during which dealings therein are restricted or suspended,

provided that the closing of such exchange or such restriction or suspension affects the valuation of the investments of that Compartment quoted thereon; or

(b) during the existence of any state of affairs which constitutes an emergency as a result of which disposals or valuation of assets owned by the Corporation attributable to such compartment would be impracticable or such disposal or valuation would be detrimental to the interests of shareholders; or

(c) during any breakdown in the means of communication normally employed in determining the price or value of any of the investments of such compartment or the current price or values on any stock exchange in respect of the assets attributable to such compartment; or

(d) when for any other reason beyond the control of the Board of Directors, the prices of any investments owned by the Corporation cannot promptly or accurately be ascertained; or

(e) during any period when the Corporation is unable to repatriate funds for the purpose of making payments on the redemption of the shares of such compartment or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of shares cannot in the opinion of the Board of Directors be effected at normal rates of exchange; or

(f) upon the publication of a notice convening a general meeting of shareholders for the purpose of resolving the winding-up of the Corporation or of the relevant compartment(s); or

(g) where in the opinion of the Board of Directors, circumstances which are beyond the control of the Board of Directors make it impracticable or unfair vis-à-vis the shareholders to continue trading the shares or in any other circumstance or circumstances where a failure to do so might result in the Corporation or its shareholders incurring any liability to taxation or suffering other pecuniary disadvantages or other detriment to which the Corporation or its shareholders might not otherwise have suffered.

Any such suspension shall be publicized, if appropriate, by the Corporation and shall be notified to shareholders requesting purchase of their shares by the Corporation at the time of the filing of the written request for such purchase as specified in Article twenty-two hereof.

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

Shareholders will be promptly notified upon the termination of such suspension.

Art. 24. The Net Asset Value of shares of each compartment in the Corporation shall be expressed as a per share figure in the currency of the relevant class of shares and shall be determined on the relevant Valuation Day in respect of any Dealing Day by dividing the net assets of the Corporation corresponding to each compartment, being the assets of the Corporation corresponding to such compartment, less its liabilities attributable to such compartment at such time as the Board of Directors may determine on any such Dealing Day, by the number of shares of the relevant compartment then outstanding and by rounding the resulting sum up or down to the nearest unit of currency, in the following manner:

A. The assets of the Corporation shall be deemed to include: a) all cash in hand or receivable or on deposit, including any interest accrued thereon; b) all bills and demand notes and accounts receivable (including proceeds of securities sold but not delivered);

c) all bonds, time notes, shares, units/shares in undertakings for collective investment, stock, debenture stocks, subscription rights, warrants, options and other investments and securities owned or contracted for by the Corporation;

d) all stock, stock dividends, cash dividends and cash distributions receivable by the Corporation (provided that the Corporation may make adjustments with regard to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);

e) all interest accrued on any interest-bearing securities owned by the Corporation except to the extent that the same is included or reflected in the principal amount of such security;

f) the preliminary expenses of the Corporation insofar as the same have not been written off, and

g) all other assets of every kind and nature, including prepaid expenses. The value of such assets shall be determined as follows:

a) the value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received is deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof shall be determined after making such discount as may be considered appropriate in such case to reflect the true value thereof;

b) the value of all securities and/or money market instruments which are listed or traded on an official stock exchange or traded on any other regulated market will be valued on the basis of the last available prices on the Dealing Day or on the basis of the last available prices on the main market on which the investments of the compartment are principally traded. The Board of Directors will approve a provider of securities prices which will supply the above prices. If, in the opinion of the Board of Directors, such prices do not truly reflect the fair market value of the relevant securities, the value of such securities will be determined in good faith by the Board of Directors either by reference to any other publicly available source or by reference to such other sources as it deems in its discretion appropriate;

c) securities not listed or traded on a stock exchange or a regulated market will be valued on the basis of the probable sales price determined prudently and in good faith by the Board of Directors;

d) securities issued by open-ended investment funds shall be valued at their last available net asset value or in accordance with item b) above where such securities are listed;

e) the liquidating value of futures, forward or options contracts that are not traded on exchanges or on other organised markets shall be determined pursuant to the policies established by the Board of Directors, on a basis consistently applied. The liquidating value of futures, forward or options contracts traded on exchanges or on other organised markets shall be based upon the last available settlement prices of these contracts on exchanges and organised markets on which the particular futures, forward or options contracts are traded; provided that if a futures, forward or options contract could not be liquidated on such Dealing Day with respect to which a Net Asset Value is being determined, then the basis for determining the liquidating value of such contract(s) shall be such value as the Board of Directors may deem fair and reasonable;

f) the value of liquid money market instruments with a maturity of less than twelve months may be valued at nominal value plus any accrued interest or using an amortised cost method; this amortised cost method may result in periods during which the value deviates from the price the relevant compartment would receive if it sold the investment. Any appointed Management Company may, from time to time, assess this method of valuation and recommend changes, where necessary, to ensure that such assets will be valued at their fair value as determined in good faith pursuant to procedures established by the Board of Directors. If the Board of Directors believes that a deviation from the amortised cost per share may result in material dilution or other unfair results to shareholders, the Board of Directors shall take such corrective action, if any, as it deems appropriate, to eliminate or reduce, to the extent reasonably practicable, the dilution or unfair results;

g) the swap transactions will be consistently valued based on a calculation of the net present value of their expected cash flows;

h) all other securities and other permissible assets as well as any of the above mentioned assets for which the valuation in accordance with the above sub- paragraphs would not be possible or practicable, or would not be representative of their fair value, will be valued at fair market value, as determined in good faith pursuant to procedures established by the Board of Directors.

If in any case a particular value is not ascertainable as above provided or if the Corporation considers that some other method of valuation better reflects the fair value of the relevant investment then in such case the method of valuation of the relevant investment shall be such as the Corporation shall decide.

In circumstances where the interests of the Corporation or its shareholders so justify (avoidance of market timing practices, for example), the Board of Directors may take any appropriate measures, such as applying a fair value pricing methodology to adjust the value of the Corporation's assets or compulsorily redeem the shares of such shareholder, as further described in the sales documents of the Corporation.

B. The liabilities of the Corporation shall be deemed to include:

a) all loans, bills and accounts payable;

b) all accrued or payable administrative expenses (including

investment advisory fee, custodian fee and corporate agents' fees); c) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Corporation where the Dealing Day falls on the record date for determination of the person entitled thereto or is subsequent thereto;

d) an appropriate provision for future taxes based on capital and income to the Dealing Day, as determined from time to time by the Corporation, and other reserves if any authorized and approved by the Board of Directors; and

e) all other liabilities of the Corporation of whatsoever kind and nature except liabilities represented by shares in the Corporation. In determining the amount of such liabilities the Corporation shall take into account all expenses payable by the Corporation comprising formation expenses, the remuneration and expenses of its directors and officers, including their insurance cover, fees payable to its investment advisers or investment managers, fees and expenses of service providers and officers, accountants, custodian and correspondents, domiciliary, registrar and transfer agents, any paying agent and permanent representatives in places of registration, any other agent employed by the Corporation, fees for legal or auditing services, promotional, printing, reporting and publishing expenses, including the cost of advertising or preparing and printing of the prospectuses, explanatory memoranda or registration statements, taxes or governmental charges, and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone, telefax and telex. The Corporation may calculate administrative and other expenses of a regular or recurring nature and on estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

C. There shall be established a pool of assets for each compartment in the following manner:

a) the proceeds from the issue of each compartment shall be applied in the books of the Corporation to the pool of assets established for that compartment, and the assets and liabilities and income and expenditure attributable thereto shall be applied to such pool subject to the provisions of this article;

b) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Corporation to the same pool as the assets from which it was derived and on each revaluation of an asset, the increase or diminution in value shall be applied to the relevant pool;

c) where the Corporation incurs a liability which relates to any asset of a particular pool or to any action taken in connection with an asset of a particular pool, such liability shall be allocated to the relevant pool;

d) in the case where any asset or liability of the Corporation cannot be considered as being attributable to a particular pool, such asset or liability shall be equally divided between all the pools or, as insofar as justified by the amounts, shall be allocated to the pools pro rata to the net asset values of the relevant classes of shares;

e) upon the record date for determination of the person entitled to any dividend declared on any class of shares, the Net Asset Value of such class of shares shall be reduced by the amount of such dividends.

If there have been created, as more fully described in Article 5 hereof, within the same compartment two or several classes of shares, the allocation rules set out above shall apply, mutatis mutandis, to such classes.

D. For the purposes of this article:

a) shares of the Corporation to be redeemed under Article twenty-two hereof shall be treated as existing and taken into account until immediately after the close of business on the Dealing Day referred to in this article, and from such time and until paid the price therefore shall be deemed to be a liability of the Corporation;

b) all investments, cash balances and other assets of the Corporation not expressed in the currency in which the Net Asset Value of any class is denominated, shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the asset value of shares;

c) shares to be issued by the Corporation pursuant to subscription applications received shall be treated as being in issue as from the close of business on the Dealing Day referred to in this article and their price, until received by the Corporation, shall be deemed to be a debt due to the Corporation;

d) effect shall be given on any Dealing Day to any purchases or sales of securities contracted for by the Corporation on such Dealing Day, to the extent practicable;

e) shares held in treasury (upon redemption or upon issue to that effect), shall be accounted for in the Corporation's balance sheet but counterbalanced by a reserve, in both cases at current Net Asset Value, but shall not be taken into account for the purpose of the calculation of the total number of shares in issue and not for the purpose of the calculation of the Net Asset Value.

Art. 25. Whenever the Corporation shall offer shares for subscription, the price per share at which such shares shall be offered and sold, shall be the Net Asset Value as hereinabove defined for the relevant class of shares together with such sum as the directors may consider represents an appropriate provision for duties and charges (including stamp and other duties, taxes, governmental charges, brokerage, bank charges, transfer fees, registration and certification fees and other similar duties and charges) which would be incurred if all the assets held by the Corporation and taken into account for the purposes of the relative valuation were to be acquired at the values attributed to them in such valuation and taking into account any other factors which it is in the opinion of the directors proper to take into account, plus such commissions as the sales documents of the Corporation may provide, such price to be rounded up or down to the nearest whole unit of the currency in which the Net Asset Value of the relevant shares is calculated as the Board of Directors may decide from time to time. The price so determined shall be payable not later than seven business days after the date on which the application was accepted or within such shorter delay as the Board of Directors may determine from time to time. Furthermore, the price may, upon approval of the Board of Directors, and subject to all applicable laws, namely with respect to a special audit report confirming the value of any assets contributed in kind, be paid by contributing to the Corporation securities acceptable to the Board of Directors and consistent with the investment policy and investment restrictions of the Corporation.

Any such subscription in kind will be valued in a report prepared by the Corporation's auditor. Any expenses incurred in connection with such contributions shall be borne by the shareholders concerned.

The Corporation may also issue shares for holding them in treasury for a later sale in an open-market transaction through a stock exchange or another regulated market either directly or through a broker. The price at which the Corporation may sell its shares held in treasury, shall in all circumstances not be less than the last applicable Net Asset Value.

Art. 26. The accounting year of the Corporation shall begin on the 1st January and shall terminate on the 31st December of the same year.

The accounts of the Corporation shall be expressed in euros. When there shall be different compartments as provided for in Article 5 hereof, and if the accounts within such compartments are expressed in different currencies, such accounts shall be translated into euros and added together for the purpose of the determination of the accounts of the Corporation.

Art. 27. The appropriation of the annual results and any other distributions shall be determined by the annual general meeting upon proposal of the Board of Directors.

Any resolution of a general meeting of shareholders deciding on whether or not dividends are declared to the shares of any compartment or whether any other distributions are made in respect of each class of shares shall, in addition, be subject to a prior vote, at the majority set forth above, of the shareholders of such class.

Interim dividends may, subject to such further conditions as set forth by law, be paid out on the shares of any compartment out of the assets attributable to such compartment upon decision of the Board of Directors.

No distribution may be made if as a result thereof the capital of the Corporation becomes less than the minimum prescribed by law.

The dividends declared will be paid in such currencies at such places and times as shall be determined by the Board of Directors.

Dividends may further, in respect of any class of shares, include an allocation from an equalization account which may be maintained in respect of any such class and which, in such event, will, in respect of such class be credited upon issue of shares and debited upon redemption of shares, in an amount calculated by reference to the accrued income attributable to such shares.

Upon the creation of a compartment, the Board of Directors may decide that all shares of such class shall be capitalization shares and that, accordingly, no dividends will be distributed in respect of the shares of such class. The Board of Directors may also decide that there shall be issued, within the same compartment, two or more classes where one or more class is represented by capitalization shares and the other classes are represented by dividend shares. No dividends shall be declared in respect of capitalization shares issued as aforesaid.

Art. 28. The Corporation shall enter into a custodian agreement with a bank which shall satisfy the requirements of the Law (the "Custodian"). All securities and cash of the Corporation are to be held by or to the order of the Custodian who shall assume towards the Corporation and its shareholders the responsibilities provided by law.

In the event of the Custodian desiring to retire, the directors shall use their best endeavours to find a corporation to act as custodian and upon doing so the directors shall appoint such corporation to be custodian in place of the retiring Custodian. The Board of Directors may terminate the appointment of the Custodian, but shall not remove the Custodian unless and until a successor custodian shall have been appointed in accordance with this article to act in the place thereof.

Art. 29. In the event of a dissolution of the Corporation, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of shareholders effecting such dissolution and which shall determine their powers and their compensation. The net proceeds of liquidation corresponding to each compartment shall be distributed by the liquidators to the holders of shares of each compartment in proportion of their holding of shares in such compartment.

The Board of Directors may decide to liquidate a compartment if at any given Dealing Day the net assets of such compartment fall below twenty million Euros (EUR 20,000,000.-) or if a change in the economic or political situation relating to the class concerned would justify such liquidation. The decision of the liquidation will be notified to shareholders or published if required by the Corporation prior to the effective date of the liquidation and the publication will indicate the reasons for, and the procedures of, the liquidation operations. Unless the Board of Directors otherwise decides in the interests of, or to keep equal treatment between, the shareholders, the shareholders of the compartment concerned may continue to request redemption or conversion of their shares on the basis of the applicable Net Asset Value, taking into account the estimated liquidation expenses. Assets which could not be distributed to their beneficiaries upon the close of the liquidation of the compartment will be deposited with the Caisse de Consignation on behalf of their beneficiaries.

In addition, the general meeting of shareholders of the class of shares issued in any compartment may, with a proposal from the Board of Directors, decide to allocate the assets of the relevant class or compartment to those of another existing class or compartment within the Corporation or to another Luxembourg undertaking for collective investment and resolve to redeem all the shares of the relevant class or compartment and refund to the shareholders the Net Asset Value of their shares (taking into account actual realisation prices of investments and realisation expenses) calculated as of the Dealing Day on which such decision will take effect. There will be no quorum requirements for such general meeting of shareholders, which will decide by resolution taken by simple majority of the votes cast.

The shareholders of the relevant compartment or class of shares thereof will be notified of the decision of the Board of Directors or the resolution of the general meeting of shareholders in that compartment to redeem all the shares by the publication of a notice in the Mémorial and in a Luxembourg daily newspaper as well as, if necessary, in the official publications specified for the respective countries in which the shares are sold.

The Board of Directors may also, subject to regulatory approval (if required), decide to consolidate or split any classes within a compartment. To the extent required by Luxembourg law, such decision will be published or notified in the same manner as described above and the publication and/or notification will contain information in relation to the proposed split or consolidation. The Board of Directors may also decide to submit the question of the consolidation or split of class(es) to a meeting of holders of such class(es). No quorum is required for this meeting and decisions are taken by the simple majority of the votes cast.

Any merger of a compartment or class shall be decided by the Board of Directors unless the Board of Directors decides to submit the decision for a merger to a meeting of shareholders of the compartment or class concerned. No

quorum is required for this meeting and decisions are taken by the simple majority of the votes cast. In case of a merger of one or more compartments where, as a result, the Corporation ceases to exist, the merger shall be decided by a meeting of shareholders for which no quorum is required and that may decide with a simple majority of votes cast. In addition, the provisions on mergers of UCITS set forth in the Law and any implementing regulation (relating in particular to the notification to the shareholders concerned) shall only apply to the merger of compartments.

Art. 30. These Articles of Incorporation may be amended from time to time by a meeting of shareholders, subject to the quorum and voting requirements provided by the laws of Luxembourg.

Any amendment affecting the rights of the holders of shares of any class vis-à-vis those of any other class shall be subject, further, to the said quorum and majority requirements in respect of each such relevant class.

Art. 31. All matters not governed by these Articles of Incorporation shall be determined in accordance with the Law and the law of 10th August 1915 on commercial companies, as amended.

Second resolution

The Meeting resolves to fix the Company's new registered office at the following address: 11, rue Aldringen, L-1118 Luxembourg, Grand Duchy of Luxembourg with effect from 19 November 2013.

Third resolution

The Meeting acknowledges the resignations of Mr Anders Malcolm and Mr Olivier Scholtes as directors of the Company and resolves to appoint Mr Gilles Wecker, professionally residing at 11, boulevard Royal, L-2449 Luxembourg and Ms Katre Saard, professionally residing at Berkeley Square House, Berkeley Square London W1J 6BR, United Kingdom, as directors of the Company with effect from 5 November 2013 and until the next annual general meeting to be held in 2014.

There being no further business on the agenda, the Meeting closed.

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

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

The document having been read to the Meeting, the members of the Bureau, all of whom are known to the notary by their names, civil status and residences, signed together with us, the Notary, this original deed.

Signé: N. SCHMIDT-TROJE, C. SCHMIDT, Q. MALLIE et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 14 novembre 2013. Relation: LAC/2013/51661. Reçu soixante-quinze euros (75,- EUR).

Le Receveur (signé): I. THILL.

Pour expédition conforme, délivrée à la société sur demande, aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 19 novembre 2013.

Référence de publication: 2013160536/782.

(130197227) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 novembre 2013.

Cypress Semiconductor Corporation (Luxembourg), Société à responsabilité limitée.

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

R.C.S. Luxembourg B 102.731.

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DISSOLUTION

In the year two thousand thirteen, on the twenty-fifth day of October.

Before Maître Jean SECKLER, notary residing in Junglinster, Grand Duchy of Luxembourg.

Appeared:

CYPRESS SEMICONDUCTOR CORPORATION, a corporation governed by the laws of the state of Delaware, U.S.A., with headquarters located at 198 Champion Court, San Jose, California 95134, U.S.A. and registered with the Division of Corporations of the Delaware Department of State under file number 2102750, listed on the Stock Exchange under ISIN code US2328061096, ("the principal")

here represented by Mr Pierre LENTZ, "licenciée en sciences économiques", with professional address at 2, avenue Charles de Gaulle, L-1653 Luxembourg, ("the proxyholder")

by virtue of a proxy given under private seal which, after having been signed "ne varietur" by the proxyholder and the undersigned notary, will remain annexed to the present deed to be filed by the registration authority.

The principal, represented as stated hereabove, declares and requests the notary to act:

1. That the limited liability company Cypress Semiconductor Corporation (Luxembourg), R.C.S. Luxembourg B102731, with registered office at 2, avenue Charles de Gaulle, L-1653 Luxembourg, was incorporated on 28 July 2004 by deed of Me Jean-Joseph WAGNER, notary residing in Sanem, published in the "Mémorial C, Recueil des Sociétés et Associations" number 1136 of 11 November 2004.

2. That the company's capital amounts to EUR 177,300.- (one hundred seventy-seven thousand three hundred euros) divided into 1,773 (one thousand seven hundred seventy-three) shares with a nominal value of EUR 100.- (one hundred euros) each, entirely paid-up.

3. That the principal is the sole owner of all the corporate units representing the whole corporate capital of the company Cypress Semiconductor Corporation (Luxembourg).

4. That the principal, as sole member, hereby expressly declares that it is proceeding to the dissolution of the company with immediate effect.

5. That the activity of Cypress Semiconductor Corporation (Luxembourg) has ceased, that the sole member takes over all the assets of the company and that it will pay off any eventual liability of the dissolved company; so that the liquidation of the company is done and closed.

6. That the principal grants discharge to the managers of the company.

7. That all the documents of the dissolved company will be kept during a period of five years at the registered office of CF Corporate Services.

Costs

The amount of costs, expenses, remunerations and charges, in any form whatsoever, to be borne by the company and charged to it by reason of the present deed is therefore estimated at eight hundred fifty Euros.

Declaration

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

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

The document having been read to the proxyholder of the appearing party, known to the notary by his surname, first name, civil status and residence, he signed together with Us, the notary, the present original deed.

Suit la traduction en français du texte qui précède:

L'an deux mille treize, le vingt-cinq octobre.

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

A comparu:

CYPRESS SEMICONDUCTOR CORPORATION, une société de droit de l'Etat du Delaware, U.S.A., ayant son siège au 198 Champion Court, San Jose, Californie 95134, U.S.A., et immatriculée auprès de la Section Sociétés du Département d'Etat du Delaware sous le dossier numéro 2102750, cotée en bourse sous le code ISIN US2328061096, («la mandante»),

ici représentée par Monsieur Pierre LENTZ, licencié en sciences économiques, demeurant professionnellement au 2, avenue Charles de Gaulle, L-1653 Luxembourg, («le mandataire»),

en vertu d'une procuration donnée sous seing privé laquelle, après avoir été signée ne varietur par le mandataire et le notaire instrumentant, restera annexée au présent acte pour être enregistrée avec lui.

La mandante, représentée comme dit ci-avant, a requis le notaire instrumentant de documenter ainsi qu'il suit ses déclarations et constatations:

1. Que la société à responsabilité limitée Cypress Semiconductor Corporation (Luxembourg), R.C.S. Luxembourg B102731, ayant son siège social au 2, avenue Charles de Gaulle, L-1653 Luxembourg, a été constituée en date du 28 juillet 2004 suivant acte reçu par Maître Jean-Joseph WAGNER, notaire de résidence à Sanem, publié au Mémorial C, Recueil des Sociétés et Associations numéro 1136 du 11 novembre 2004.

2. Que le capital social de la société s'élève actuellement à EUR 177.300,- (cent soixante-dix-sept mille trois cents euros) représenté par 1.773 (mille sept cent soixante-treize) parts sociales de EUR 100,-(cent euros) chacune, entièrement libérées.

3. Que la mandante est la seule propriétaire de toutes les parts sociales représentatives du capital social de la société Cypress Semiconductor Corporation (Luxembourg).

4. Que la mandante, en tant qu'associée unique, prononce la dissolution anticipée de la société avec effet immédiat.

5. Que l'activité de Cypress Semiconductor Corporation (Luxembourg) a cessé; que l'associée unique reprend tout l'actif de la société et qu'elle règlera tout éventuel passif inconnu de la société dissoute; que partant, la liquidation de la société est à considérer comme faite et clôturée.

6. Que la mandante donne décharge pleine et entière aux gérants de la société.

147060

7. Que les livres et documents de la société dissoute seront conservés pendant cinq ans au siège de CF Corporate Services.

Frais

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société à raison de cet acte, est dès lors évalué à huit cent cinquante euros.

Déclaration

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

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

Et après lecture faite au mandataire de la comparante, connu du notaire par son nom, prénom, état et demeure, il a signé avec Nous notaire le présent acte.

Signé: Pierre LENTZ, Jean SECKLER.

Enregistré à Grevenmacher, le 30 octobre 2013. Relation GRE/2013/4344. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): G. SCHLINK.

Référence de publication: 2013159172/89.

(130194695) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 novembre 2013.

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

Capital social: EUR 385.920,14.

Siège social: L-5495 Wintrange, 38, Waistrooss.

R.C.S. Luxembourg B 18.278.

L'an deux mille treize, le six novembre.

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

A comparu:

La société anonyme de droit allemand Lindner Aktiengesellschaft Decken-, Boden-, Trennwandsysteme, avec siège social à D-94424 Arnstorf, Bahnhofstrasse 29, inscrite au "Handelsregister B des Amtsgerichts Landshut" sous le numéro HRB 2234,

en sa qualité d'associé unique (l'«Associé Unique») de LINDNER LUXEMBOURG S.à r.l., une société à responsabilité limitée de droit luxembourgeois, établie et ayant son siège social sis L-5495 Wintrange, 38, route du Vin, enregistrée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 18.278 (la «Société»). La Société a été constituée suivant acte reçu par le notaire Hyacinthe GLAESNER, alors de résidence à Luxembourg, en date du 10 avril 1981, publié au Mémorial C Recueil des Sociétés et Associations numéro 130 du 2 juillet 1981, et dont les statuts ont été modifiés pour la dernière fois suivant acte reçu par le notaire Henri Beck en date du 4 avril 2013, publié au Mémorial C Recueil des Sociétés et Associations numéro 1320 le 4 juin 2013,

ici représentée par son mandataire spécial Maître Andrea DONDER, avocate, demeurant professionnellement à 8, rue Sainte Zithe, L-2763 Luxembourg (le «Mandataire») en vertu d'une procuration donnée sous seing privé avec pouvoir de substitution donné le 4 novembre 2013.

Ladite procuration, après avoir été signée «ne varietur» par le Mandataire de la partie comparante et le notaire instrumentant, restera annexée au présent acte pour être soumise avec lui aux formalités d'enregistrement.

L'Associé Unique a pris les résolutions suivantes:

Première résolution

L'Associé Unique décide de modifier l'article 3 des statuts de la Société (les «Statuts») de la façon suivante:

« **Art. 3.** La société a pour objet: représentation et vente d'éléments préfabriqués pour l'intérieur en bâtiment, y compris l'installation de bureaux.

Plus généralement, la Société peut accomplir tous les actes nécessaires à la sauvegarde de ses intérêts, et réaliser toute opération directement ou indirectement liée à l'accomplissement de son objet, et utile à son développement.»

Deuxième résolution

L'Associé Unique décide de modifier l'article 4 des statuts de la Société (les «Statuts») de la façon suivante:

«La société est constituée pour une durée indéterminée. La dénonciation d'un associé n'entraîne pas la dissolution de la société, si la part du renonçant dans le capital est reprise par ses coassociés.»

Troisième résolution

L'Associé Unique décide de supprimer les mots «appartenant toutes à la société de droit allemand LINDNER A.G., ayant son siège social à D-94420 Arnstorf, Bahnhofstrasse 29» de l'article 5 des Statuts.

Quatrième résolution

L'Associé Unique décide de modifier l'article 6 des Statuts de la façon suivante:

« **Art. 6.** Entre les associés les parts sociales sont librement transmissibles.

Dans tous les autres cas de transferts de parts sociales, il existera un droit de préemption au profit du ou des associés. Tous transferts de parts sociales qui ne respecteraient pas les modalités d'exercice du droit de préemption au profit des autres associés, telles que convenues entre associés, ne seraient pas opposables à ceux-ci ni à la société.

Lorsque la société compte plusieurs associés, les parts sociales sont librement cessibles entre eux. Entre vifs, les parts sociales ne peuvent être cédées à des non-associés qu'avec l'autorisation de la majorité des associés réunis en assemblée générale, en ce compris le cédant, représentant au moins les trois quart (3/4) du capital de la société.

Sauf dispositions contraires prévues dans les lois du Grand-Duché de Luxembourg (les «LOIS»), les parts sociales ne peuvent être transmises à cause de mort à des non-associés qu'avec l'autorisation de la majorité des associés représentant au moins les trois quarts (3/4) des droits appartenant aux survivants.

La société pourra acquérir ses propres parts sociales pourvu que la société dispose à cette fin de réserves distribuables ou des fonds suffisants. L'acquisition et la disposition par la société de parts sociales détenues par elle dans son propre capital social ne pourra avoir lieu qu'en vertu d'une résolution de l'associé unique ou de l'assemblée générale et conformément aux conditions qui seront décidées par l'associé unique ou l'assemblée générale des associés.»

Cinquième résolution

L'Associé Unique décide de modifier l'article 10 des Statuts de la façon suivante:

« **Art. 10.** La Société est gérée par un ou plusieurs gérants qui n'ont pas besoin d'être associés de la Société.

Le ou les gérants sont nommés par l'associé unique ou l'assemblée générale des associés, selon les cas, qui déterminent leur nombre, la durée de leur mandat et leur éventuelle rémunération. Le ou les gérants peuvent être renommés et sont révocables à tout moment, avec ou sans motif, par une résolution de l'associé unique ou des associés, selon les cas.

La société sera engagée en toutes circonstances soit par la signature individuelle du gérant technique, soit par la signature conjointe du gérant technique et du gérant administratif, soit par la signature conjointe du gérant technique et d'un fondé de pouvoir.»

Sixième résolution

L'Associé Unique décide d'ajouter un nouvel article 17 aux Statuts, qui sera libellé de la façon suivante:

« **Art. 17.** Le capital émis de la Société peut être augmenté ou réduit, en une ou plusieurs fois, par une résolution de l'(des) associé(s) adoptée aux conditions de quorum et de majorité requises par les présents Statuts ou, le cas échéant, par les Lois, pour toute modification des présents Statuts.»

Septième résolution

L'Associé Unique décide d'ajouter un nouvel article 18 aux Statuts, qui sera libellé de la façon suivante:

« **Art. 18.** Les associés exercent leurs droits collectifs en assemblée générale des associés, qui constitue un organe de la société.

L'assemblée générale des associés exerce les pouvoirs qui lui sont dévolus par les Statuts et les lois du Grand-Duché de Luxembourg. Toute assemblée générale des associés régulièrement constituée représente l'ensemble des associés.

Si la société ne compte qu'un seul associé, celui-ci exerce les pouvoirs conférés par les Lois à l'assemblée générale des associés.

Dans la mesure où cela est applicable et lorsque les termes «associé unique» ne sont pas expressément mentionnés dans ces Statuts, toute référence à l'«assemblée générale des associés» dans ces Statuts doit s'interpréter comme étant une référence à l'«associé unique».

Les résolutions adoptées par l'associé unique seront inscrites sur un procès verbal ou consignées par écrit, et signées par l'associé unique.»

Huitième résolution

L'Associé Unique décide d'ajouter un nouvel article 19 aux Statuts, qui sera libellé de la façon suivante:

« **Art. 19.** Toutes les matières qui ne sont pas régies par les présents Statuts seront réglées conformément aux Lois, en particulier à la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée.»

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Frais

Les dépenses, frais, rémunérations et charges sous quelque forme que ce soit, qui seront supportés par la Société en conséquence du présent acte, sont estimés approximativement à mille quatre cents Euros (EUR 1.400.-).

Plus rien ne figurant à l'ordre du jour, la séance a été levée.

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

Et après lecture faite aux personnes comparantes, celles-ci ont signé ensemble avec le notaire le présent acte.

Signé: A. Donder et M. Schaeffer.

Enregistré à Luxembourg Actes Civils, le 14 novembre 2013. Relation: LAC/2013/51617. Reçu soixante-quinze euros (EUR 75,-).

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME, délivrée à la demande de la prédite société, aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 20 novembre 2013.

Référence de publication: 2013160847/100.

(130197400) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 novembre 2013.

Bosslord SA, Société Anonyme.

Siège social: L-1724 Luxembourg, 11A, boulevard du Prince Henri.

R.C.S. Luxembourg B 142.157.

Extrait du Procès-Verbal de l'Assemblée Générale Ordinaire tenue de manière extraordinaire le 15 juillet 2013

Sixième résolution:

Les mandats des Administrateurs et du Commissaire étant arrivés à échéance à l'issue de la présente Assemblée, l'Assemblée Générale décide de renouveler avec effet immédiat le mandat des administrateurs suivants:

- NECHINCATILLON SA, société de droit Belge ayant son siège social au 88, Avenue Royale B-7700 Mouscron, (immatriculée au registre des personnes morales de Tournai sous le numéro d'entreprise 0473 634 370), représentée par Monsieur Gonzague MULLIEZ, né le 25 Juillet 1934 à Roubaix (France), et demeurant au 45, Rue des combattants, B-7730 Nechin, représentant permanent, administrateur A;

- PAMUB SA, société de droit Belge, ayant son siège social au 90, Rue Reine Astrid, B-7730 Nechin, (immatriculée au registre des personnes morales de Tournai sous le numéro d'entreprise 0467 654 618), représentée par Monsieur Patrick MULLIEZ, né le 2 Novembre 1940 à Montauban (France) et demeurant au 90, Rue Reine Astrid, B-7730 Nechin, représentant permanent, administrateur A;

- SAIG SA, société de droit Belge ayant son siège social à B-7700 Mouscron 88, Avenue Royale (immatriculée au registre des personnes morales de Tournai sous le numéro d'entreprise 0479 053 207), représentée par Monsieur Jean MULLIEZ, né le 18 Juin 1932 à Roubaix (France), et demeurant à B-7730 Nechin, 80, Rue de la Reine Astrid, représentant permanent, administrateur A;

- Monsieur Frédéric Genêt, dirigeant de Banque, demeurant professionnellement à Luxembourg, 11, avenue Emile Reuter, L-2420 Luxembourg, administrateur B;

- Madame Nadine Vincent, employée privée, demeurant professionnellement à Luxembourg, 11, avenue Emile Reuter, L-2420 Luxembourg, administrateur B;

L'Assemblée accepte la démission de l'administrateur Monsieur Christian Beaucourt et désigne à partir du 15 juillet 2013 Monsieur Christophe Berne, né à Paris (France) le 13 septembre 1962, demeurant professionnellement 11, avenue Emile Reuter, L-2420 Luxembourg en remplacement de l'administrateur démissionnaire.

Ces administrateurs sont nommés pour une nouvelle période de six ans jusqu'à l'issue de l'Assemblée Générale Statutaire annuelle qui se tiendra en 2019.

L'assemblée renouvelle la mandat de Commissaire de la société AUDIEX S.A., ayant son siège social au 9, Rue du Laboratoire, L-1911 Luxembourg, immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous la section B et le numéro 65.469, pour une nouvelle période de six ans jusqu'à l'issue de l'Assemblée Générale Statutaire annuelle qui se tiendra en 2019.

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

BOSSLORD S.A.

Société Anonyme

Référence de publication: 2013154582/39.

(130189261) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

Schöfflenger Marche S.à r.l., Société à responsabilité limitée.

Siège social: L-3850 Schiffange, 72-80, avenue de la Libération.
R.C.S. Luxembourg B 168.653.

Extrait des résolutions adoptées par les associés de la société le 12 avril 2013

Il résulte des résolutions des associés du 12 avril 2013 que:

- Le siège social est transféré au 72-80, avenue de la Libération, L-3850 Schiffange.

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

Luxembourg, le 12 avril 2013.

Pour extrait conforme

Pour la gérance

Référence de publication: 2013155001/14.

(130189194) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

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

Siège social: L-2530 Luxembourg, 10A, rue Henri M. Schnadt.
R.C.S. Luxembourg B 99.075.

Extrait du procès-verbal de l'Assemblée Générale Extraordinaire du 13/11/2012

L'assemblée décide de nommer comme nouveaux gérants pour une durée indéterminée:

- Monsieur Philippe SLENDZAK, demeurant professionnellement au 10A, rue Henri M. Schnadt, L-2530 Luxembourg;

- Madame Sylviane COURTOIS, demeurant professionnellement au 10A, rue Henri M. Schnadt, L-2530 Luxembourg;

- Monsieur Mikhael SENOT, demeurant professionnellement au 10A, rue Henri M. Schnadt, L-2530 Luxembourg.

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

FIDUO

Référence de publication: 2013154999/14.

(130189915) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

S.P.F. Samfran S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1130 Luxembourg, 37, rue d'Anvers.
R.C.S. Luxembourg B 137.996.

Les comptes annuels 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: 2013154973/9.

(130189724) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

Ipsos Holding S.A., Société Anonyme Soparfi.

Siège social: L-1840 Luxembourg, 11B, boulevard Joseph II.
R.C.S. Luxembourg B 23.038.

EXTRAIT

Il résulte des résolutions de l'Administrateur unique du 16 Septembre 2013 que:

- Montbrun Revision S.a.r.l. demeurant au 2, Avenue Charles de Gaulle, 2013 Luxembourg démissionne de son mandat de commissaire.

- L' Associée unique nomme comme commissaire:

* Monsieur David BENIZRI, administrateur de société, né le 27/03/1975 à Ixelles (Belgique), demeurant au 19 Am Becheler L-7213 Bereldange, Luxembourg.

Son mandat prendra fin à l'issue de l'Assemblée générale annuelle de 2018.

Luxembourg.

Pour extrait sincère et conforme

Référence de publication: 2013155407/17.

(130190698) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 novembre 2013.

Eighty One Sarl, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 172.050.

Constatation de cession de parts sociales

Suite à la convention de cession de parts sociales sous seing privé, signée par le cédant et le cessionnaire en date du 15 octobre 2013 et acceptée par le gérant au nom de la société, il en résulte que le capital social de la société «EIGHTY ONE SARL» est désormais réparti comme suit:

MS PARTNERS S.à r.l. avec siège social à L - 9999 Wemperhardt, 4, op der Haardt et inscrite auprès du Registre de Commerce et des Sociétés sous le numéro B 154 689	50
Monsieur Christophe LOUIS, né le 20/08/1963 à Liège (B) et demeurant à B-4900 Spa, 10 rue du Jeu de Paume	50
Total: cent parts sociales	100

Wemperhardt, le 5 novembre 2013.

Pour extrait sincère et conforme

Les associés

Référence de publication: 2013154692/19.

(130189284) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

Northern Trust Global Services Limited, Succursale d'une société de droit étranger.

Adresse de la succursale: L-1246 Luxembourg, 2, rue Albert Borschette.

R.C.S. Luxembourg B 129.936.

Extrait de la résolution de la société mère Northern Trust Global Services Limited prise le 10 mai 2012 ayant adopté les résolutions suivantes:

1. Le conseil d'administration a pris acte de la démission de Monsieur Richard Bartholomew (demeurant à 50 Bank Street, Canary Wharf, London E14 5NT, Royaume-Uni) de son mandat d'administrateur, avec effet au 30 juin 2012;
2. Le conseil d'administration a pris acte de la démission de Monsieur Peter Gloyne (demeurant à 50 Bank Street, Canary Wharf, London E14 5NT, Royaume-Uni) de son mandat d'administrateur, avec effet au 30 juin 2012;
3. Le conseil d'administration a élu Monsieur David Marlborough (demeurant à 50 Bank Street, Canary Wharf, London E14 5NT, Royaume-Uni) avec effet au 10 juin 2012, à la fonction d'administrateur.

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

Luxembourg, le 23 septembre 2013.

Northern Trust Global Services Limited

Succursale de Luxembourg

Référence de publication: 2013154867/19.

(130189293) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

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

Capital social: EUR 12.500,00.

Siège social: L-1471 Luxembourg, 412F, route d'Esch.

R.C.S. Luxembourg B 161.951.

Extrait des résolutions prises lors de l'Assemblée Générale Statutaire du 4 novembre 2013

- Les démissions de Messieurs Christian FRANCOIS et Pierre-Siffrein GUILLET de leur mandat de gérant de catégorie B sont acceptées avec effet immédiat.
- Il est porté à la connaissance du Conseil d'Administration que Monsieur Stéphane TAIEB, gérant de catégorie A, est décédé en fin d'année 2011.

Fait à Luxembourg, le 4 novembre 2013.

Certifié sincère et conforme

Pour TST S.à r.l.

Référence de publication: 2013155049/16.

(130189412) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

Lotta Holding I S.à r.l., Société à responsabilité limitée.**Capital social: EUR 12.500,00.**

Siège social: L-1118 Luxembourg, 23, rue Aldringen.

R.C.S. Luxembourg B 180.578.

Extrait des résolutions de l'associé unique en date du 31 octobre 2013

L'associé unique de la Société a décidé de nommer Luc de Vet, né le 28 juin 1961 à s-Hertogenbosch (Pays-Bas) et résidant professionnellement au 20, rue de la Poste, L-2346 Luxembourg (Grand-Duché du Luxembourg), aux fonctions de gérant de la Société, avec effet au 1^{er} novembre 2013.

Signature

Mandataire

Référence de publication: 2013154815/14.

(130189463) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

Lotta Holding III S.à r.l., Société à responsabilité limitée.**Capital social: EUR 12.500,00.**

Siège social: L-1118 Luxembourg, 23, rue Aldringen.

R.C.S. Luxembourg B 180.864.

Extrait des résolutions de l'associé unique en date du 31 octobre 2013

L'associé unique de la Société a décidé de nommer Luc de Vet, né le 28 juin 1961 à s-Hertogenbosch (Pays-Bas) et résidant professionnellement au 20, rue de la Poste, L-2346 Luxembourg (Grand-Duché du Luxembourg), aux fonctions de gérant de la Société, avec effet au 1^{er} novembre 2013.

Signature

Mandataire

Référence de publication: 2013154816/14.

(130189215) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

Neuenfelde Navigation AG, Société Anonyme.

Siège social: L-1470 Luxembourg, 25, route d'Esch.

R.C.S. Luxembourg B 82.143.

EXTRAIT

L'Assemblée Générale des actionnaires tenue le 3 juillet 2012 a révoqué le commissaire aux comptes, à savoir la société, A3T S.A. et a nommé comme nouveau commissaire aux comptes, la société Fiduciaire Belval S.àrl., numéro d'immatriculation RCSL B155.734, avec siège social au 25, Route d'Esch, L-1470 Luxembourg, pour une durée de deux ans jusqu'à l'Assemblée Générale qui se tiendra en 2014.

Pour extrait conforme

Référence de publication: 2013154880/13.

(130189273) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

Serge Schaul & Cie S.à.r.l., Société à responsabilité limitée.

Siège social: L-4578 Niedercorn, Zone Industrielle Hahneboesch.

R.C.S. Luxembourg B 85.891.

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.

Esch-sur-Alzette, le 22 octobre 2013.

Pour la société

Anja HOLTZ

Le notaire

Référence de publication: 2013155004/13.

(130189178) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

Philips Investment Services Luxembourg S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.502,00.

Siège social: L-2453 Luxembourg, 19, rue Eugène Ruppert.

R.C.S. Luxembourg B 172.647.

Lors de l'assemblée générale annuelle tenue en date du 25 juin 2013 les associés ont pris la décision suivante:

1. Acceptation de la démission de Belle Spaan, avec adresse au 8, rue Thimonier, 75009 Paris, France de son mandat de gérant, avec effet au 26 juin 2013.

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

Luxembourg, le 4 novembre 2013.

Référence de publication: 2013154909/13.

(130189365) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

ProLogis Poland III S.à r.l., Société à responsabilité limitée.

Siège social: L-1930 Luxembourg, 34-38, avenue de la Liberté.

R.C.S. Luxembourg B 69.779.

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.

Référence de publication: 2013154932/9.

(130189313) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

Teavana LuxCo, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 170.933.

Extrait des résolutions écrites prises en date de 5 novembre 2013

En date de 5 Novembre 2013, les actionnaires de Teavana LuxCo S.à r.l. ont décidé de changer le siège social de la Société au 2-8 avenue Charles de Gaulle, L-1653 Luxembourg, Grand Duché de Luxembourg.

Luxembourg, le 5 novembre 2013.

Luxembourg Corporation Company SA

Signatures

Un mandataire

Référence de publication: 2013155024/14.

(130189759) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

K & S Holding S.à r.l., Société à responsabilité limitée.

Capital social: EUR 126.000,00.

Siège social: L-1450 Luxembourg, 28, Côte d'Eich.

R.C.S. Luxembourg B 105.505.

Extrait de l'assemblée générale ordinaire du 28 octobre 2013

Il résulte du procès-verbal de l'assemblée générale ordinaire, tenue en date du 28 octobre 2013:

Que l'Assemblée révoque le gérant actuel:

- Monsieur Peter VANSANT

Et nomme en remplacement pour une durée indéterminée:

- Monsieur Petrus Antonius Van LAARHOVEN né le 19 août 1956 à Dongen (NL 5105) demeurant à Ina Dammanstraat 19 4906 JD Oosterhout Pays-Bas

La société sera valablement engagée en toutes circonstances par la seule signature du gérant. Il peut conférer des pouvoirs à des tiers.

Le mandataire

Référence de publication: 2013155417/17.

(130190307) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 novembre 2013.

Prognos-Impuls-Activa S.à r.l., Société à responsabilité limitée.

Siège social: L-8262 Mamer, 5, rue de la Résistance.

R.C.S. Luxembourg B 20.072.

Les comptes annuels 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.

Signature.

Référence de publication: 2013154945/10.

(130189304) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

Pirene International S.A., Société Anonyme.

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

R.C.S. Luxembourg B 141.688.

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.

Référence de publication: 2013154943/9.

(130189548) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

S.P. Développement S.à r.l., Société à responsabilité limitée.

Siège social: L-1140 Luxembourg, 45-47, route d'Arlon.

R.C.S. Luxembourg B 133.826.

Extrait des résolutions prises par l'Associé unique de la société S.P. DEVELOPPEMENT S.à r.l. en date du 31 octobre 2013:

«L'Associé Unique décide de la reprise du siège social de la société et fixe le siège social au 45-47 route d'Arlon, L-1140 Luxembourg

L'Associé Unique décide de nommer à la fonction de gérant unique de la société Monsieur Stéphane Provost, gérant de sociétés, résidant au 1, rue Jacotot F-21000 Dijon».

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

Pour la Société

Fiduciaire Benoît Kartheiser SC

Le Domiciliataire.

Référence de publication: 2013154972/16.

(130189456) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

Tethys Investment I S.à r.l., Société à responsabilité limitée.

Capital social: GBP 15.000,00.

Siège social: L-2453 Luxembourg, 2-4, rue Eugène Ruppert.

R.C.S. Luxembourg B 172.936.

Il résulte d'un contrat de transfert de parts, signé en date du 31 octobre 2013, que l'associé unique de la Société, BRE/Europe 6Q S.à r.l., a transféré la totalité des 500 parts sociales qu'il détenait dans la Société de la manière suivante:

(1) BRE/Europe 7NQ S.à r.l., Société à responsabilité limitée constituée et régie selon les lois du Luxembourg, ayant son siège social à l'adresse suivante: 2-4 rue Eugène Ruppert, L-2453, Luxembourg, et immatriculée auprès du Registre de Commerce et des Sociétés sous le numéro B 180.314, 500 parts sociales;

Les parts de la Société sont désormais réparties comme suit:

1. BRE/Europe 7NQ S.à r.l. 500 parts sociales

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

Luxembourg, le 06 novembre 2013.

Pour la Société

Signature

Référence de publication: 2013155025/19.

(130189259) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

Quilvest, Société Anonyme.

Siège social: L-2449 Luxembourg, 3, boulevard Royal.
R.C.S. Luxembourg B 6.091.

Les comptes consolidés 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.

Référence de publication: 2013154949/10.

(130189877) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

R.J.C. Immobilière S.A., Société Anonyme.

Siège social: L-9706 Clervaux, 2, route de Bastogne.
R.C.S. Luxembourg B 98.933.

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.

Signature.

Référence de publication: 2013154950/10.

(130189901) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

SFER Finance, Société Anonyme.

Siège social: L-2530 Luxembourg, 10A, rue Henri M. Schnadt.
R.C.S. Luxembourg B 127.029.

Extrait de l'Assemblée Générale Annuelle du 30 octobre 2013

L'Assemblée Générale décide de renouveler le mandat de l'administrateur unique de la Fiduciaire Dreyfus et Zurbuchen S.A. ayant son siège social au 5, Avenue de Rosemont, CH-1001 Lausanne.

Le mandat de l'administrateur unique ainsi nommé viendra à échéance à l'issue de l'Assemblée Générale à tenir en 2018.

Le mandat de commissaire aux comptes de Fiduo, anciennement MAZARS, prenant fin, l'Assemblée Générale décide de ne pas le renouveler et de nommer Auditeurs Associés, société immatriculée au Registre de Commerce des Sociétés Luxembourg sous le numéro B93937, ayant son siège social au 32, boulevard Joseph II, L-1840 Luxembourg aux fonctions de commissaire aux comptes.

Le mandat du commissaire aux comptes ainsi nommé viendra à échéance à l'issue de l'Assemblée Générale à tenir en 2018.

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

FIDUO

Référence de publication: 2013155006/20.

(130189500) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

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

Capital social: EUR 12.500,00.

Siège social: L-2530 Luxembourg, 4A, rue Henri M. Schnadt.
R.C.S. Luxembourg B 120.754.

EXTRAIT

Il résulte des résolutions prises par la Gérance en date du 28 octobre 2013 que le siège social de la Société est transféré au 4a, rue Henri Schnadt à L-2530 Luxembourg, avec effet au 1^{er} novembre 2013.

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

Luxembourg, le 28 octobre 2013.

Pour la Société

Un mandataire

Référence de publication: 2013154535/15.

(130189227) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

Scandinavian Trust S.A., Société Anonyme.

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

R.C.S. Luxembourg B 108.438.

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Extrait du procès-verbal de la réunion des administrateurs restants et de la décision du conseil d'administration en date du 31 août 2013

1. Monsieur David SANA, administrateur de sociétés, né le 10 avril 1974 à Forbach (France), demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été coopté comme administrateur de catégorie A de la société en remplacement de M. Philippe TOUSSAINT, administrateur de catégorie A et président du conseil d'administration démissionnaire, dont il achèvera le mandat d'administrateur de catégorie A qui viendra à échéance lors de l'assemblée générale statutaire de 2018.

Cette cooptation fera l'objet d'une ratification par la prochaine assemblée générale des actionnaires.

2. M. Jean-Christophe DAUPHIN a été nommé comme président du conseil d'administration jusqu'à l'issue de l'assemblée générale ordinaire de 2018.

Luxembourg, le 6 novembre 2013.

Pour extrait sincère et conforme

Pour SCANDINAVIAN TRUST S.A.

Intertrust (Luxembourg) S.A.

Référence de publication: 2013154416/21.

(130189095) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 novembre 2013.

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

Capital social: EUR 152.500,00.

Siège social: L-1631 Luxembourg, 17, rue Glesener.

R.C.S. Luxembourg B 80.415.

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La Société a été constituée suivant acte reçu par Maître Edmond Schroeder, notaire de résidence à Mersch, en date du 24 janvier 2001, publié au Mémorial C, Recueil des Sociétés et Associations n° 730 du 6 septembre 2001.

Les comptes annuels de la Société au 30 septembre 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.

Parkway International S.à r.l.

Signature

Référence de publication: 2013154901/15.

(130189569) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

Gestion Fiera Capital S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 180.910.

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In the year two thousand and thirteen, on the ninth of October;

Before us Maître Carlo WERSANDT, notary residing in Luxembourg, Grand Duchy of Luxembourg, undersigned.

THERE APPEARED:

8645230 Canada Inc., a corporation incorporated pursuant to the Canada Business Corporations Act, having its registered office at 1501 McGill College Avenue, Suite 800, Montreal, Quebec, Canada, H3A 3M8 and registered with Industry Canada under number 864523-0 (the "Sole Shareholder"),

here represented by Me Anne MAUSKE, Avocat, residing in Luxembourg, by virtue of a proxy, signed in Montreal on 8 October 2013.

The said proxy, initialled ne varietur by the proxyholder of the appearing party and the notary, will remain annexed to the present deed to be filed at the same time with the registration authorities.

Such appearing party is the sole shareholder of Gestion Fiera Capital S.à r.l. (the "Company"), a private limited liability company (société à responsabilité limitée), existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 37C, avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, and not yet registered with the Luxembourg Trade and Companies' Register, incorporated pursuant to a deed of the undersigned notary on 27 September 2013, not yet published in the Mémorial C, Recueil des Sociétés et Associations.

Such appearing party, representing the whole share capital of the Company, requested the notary to enact the following resolutions:

First resolution

The Sole Shareholder resolves to change the currency of the share capital of the Company from euro (EUR) to US dollar (USD) at the EUR/USD exchange rate of EUR 1 = USD 1.3576 as at 8 October 2013 published on the official website of the European Central Bank by conversion of the current share capital of twelve thousand five hundred euro (EUR 12,500) into sixteen thousand nine hundred seventy US dollar (USD 16,970) so that the share capital of the Company is fixed at sixteen thousand nine hundred seventy US dollar (USD 16,970).

Second resolution

As a result of the first resolution, the Sole Shareholder resolves to amend article 5.1 of the articles of association of the Company which shall henceforth read as follows:

"The Company's share capital is set at sixteen thousand nine hundred seventy US dollar (USD 16,970), represented by twelve thousand five hundred (12,500) shares without nominal value."

Costs and Expenses

The costs, expenses, remuneration or charges of any form whatsoever incumbent to the Company and charged to it by reason of the present deed are assessed to nine hundred Euros (EUR 900,-).

Statement

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

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

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

Suit la traduction française du texte qui précède:

L'an deux mille treize, le neuf octobre;

Par-devant Maître Carlo WERSANDT, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, soussigné.

A COMPARU:

8645230 Canada Inc., une société constituée en vertu de la Loi canadienne sur les sociétés par actions, ayant son siège social au 1501, McGill College Avenue, Suite 800, Montréal, Québec, Canada, H3A 3M8 et immatriculée auprès d'Industrie Canada sous le numéro 864523-0 (l'«Associé Unique»),

représentée par Maître Anne MAUSKE, Avocat, résidant à Luxembourg, en vertu d'une procuration sous seing privé signée à Montréal, le 8 octobre 2013.

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

Laquelle partie comparante est l'associé unique de Gestion Fiera Capital S.à r.l. (ci-après la «Société»), une société à responsabilité limitée existant selon les lois du Grand-Duché de Luxembourg, ayant son siège social au 37C, avenue John F. Kennedy, L-1855 Luxembourg, Grand-Duché de Luxembourg, non encore immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg, constituée en vertu d'un acte reçu par le notaire instrumentant en date du 27 septembre 2013, non encore publié au Mémorial C, Recueil des Sociétés et Associations.

Ladite partie comparante, représentant l'intégralité du capital social, requiert le notaire d'acter les résolutions suivantes:

Première résolution

L'Associé Unique décide de convertir la devise du capital social de la Société d'euros (EUR) en dollars américains (USD) au taux de change EUR/USD de EUR 1 = USD 1,3576 à la date du 8 octobre 2013, publié sur le site officiel de la Banque Centrale Européenne par la conversion du capital social actuel de douze mille cinq cents euros (EUR 12.500) en seize mille neuf cent soixante-dix dollars américains (USD 16.970) de sorte que le capital social de la Société soit fixé à seize mille neuf cent soixante-dix dollars américains (USD 16.970).

Deuxième résolution

En conséquence de la résolution qui précède, l'Associé Unique décide de modifier l'article 5.1 des statuts de la Société qui sera désormais rédigé comme suit:

«Le capital social de la Société est fixé à seize mille neuf cent soixante-dix dollars américains (USD 16.970), représenté par douze mille cinq cents (12.500) parts sociales sans valeur nominale.»

147071

Frais et Dépenses

Les frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société et qui sont mis à sa charge à raison des présentes sont estimés à neuf cents euros (EUR 900,-).

Déclaration

Le notaire soussigné qui comprend et parle l'anglais, déclare expressément que le présent acte est rédigé en langue anglaise, suivi d'une version française; sur demande de la partie comparante et en cas de divergences entre le texte anglais et le texte français, le texte anglais fait foi.

DONT ACTE, passé à Luxembourg à la date figurant en tête des présentes.

Après lecture faite et interprétation donnée à la mandataire de la partie comparante, ladite mandataire a signé le présent acte ensemble avec le notaire.

Signé: A. MAUSKE, C. WERSANDT.

Enregistré à Luxembourg A.C., le 15 octobre 2013. LAC/2013/46818. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME délivrée;

Luxembourg, le 23 octobre 2013.

Référence de publication: 2013148041/89.

(130181357) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 octobre 2013.

Ateliers VVYNGLA S.A., Société Anonyme.

Siège social: L-9570 Wiltz, 11, rue des Tondeurs.

R.C.S. Luxembourg B 128.105.

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Procès verbal de l'Assemblée Générale Extraordinaire du 16 mai 2012

Résolutions

- 1) les mandats d'administrateur de
Monsieur Nino Volante demeurant 21, Clos des Bouleaux B4432 Alleur,
Monsieur Yves Piront demeurant 34, Grand Rue B4960 Ligneuville
sont renouvelés jusqu'à l'assemblée générale qui se tiendra en l'année 2015
 - 2) Monsieur Philippe Winkin demeurant 52, rue Rachamps B6600 Bastogne est nommé administrateur délégué en place de Monsieur Volante et son mandat se terminera à l'assemblée générale qui se tiendra en 2016.
 - 3) le mandat de commissaire aux comptes de monsieur Pierre Alcover demeurant Quai St Léonard n°20 à B4000 Liège est prolongé jusqu'à l'assemblée générale qui se tiendra en l'année 2015.
- L'assemblée est levée à 14 heures.

Philippe Winkin.

Référence de publication: 2013154527/19.

(130189615) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 novembre 2013.

FANUC Europe Corporation, Société Anonyme.

Siège social: L-6468 Echternach, Zone Industrielle.

R.C.S. Luxembourg B 95.565.

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EXTRAIT

L'assemblée générale annuelle en date du 26 septembre 2013 de la Société a décidé de renouveler les mandats des administrateurs annuelle jusqu'à l'assemblée générale annuelle qui se tiendra en l'année 2014.

L'assemblée générale a décidé d'accepter, avec effet au 26 septembre 2013, la démission de Monsieur Seiuemon Inaba, Monsieur Holger Halas et Monsieur Christian Jung en tant qu'administrateurs de la Société.

L'assemblée générale de la Société a décidé de nommer en date du 26 septembre 2013 et avec effet immédiat,

- Monsieur Koji Samukawa, demeurant professionnellement Zone Industrielle, L-6468 Echternach, Luxembourg, né le 19 mars 1961 à Osaka, au Japon,
- Dr. Yoshiharu Inaba, demeurant professionnellement à Oshino-mura, Yamanashi Préfecture 401-0597, Japon, né le 23 juillet 1948 à Akeno-machi, au Japon,
- Monsieur Hiroyuki Uchida, demeurant professionnellement à Oshino-mura, Yamanashi Préfecture 401-0597, Japon, né le 12 juin 1958 à Mie, au Japon,

- Dr. Kiyonori Inaba, demeurant professionnellement à Oshino-mura, Yamanashi Préfecture 401-0597, Japon, né le 13 février 1978 à Akeno-machi, au Japon,

- Monsieur Katsuo Kohari, demeurant professionnellement à Oshino-mura, Yamanashi Préfecture 401-0597, Japon, né le 12 août 1942 à Sukagawa-city, au Japon,

- Monsieur Hiroyuki Harada, demeurant professionnellement à Oshino-mura, Yamanashi Préfecture 401-0597, Japon, né le 28 juillet 1955 à Tokyo, au Japon, et

- Dr. Svetlana Ermachkova, demeurant professionnellement à Oshino-mura, Yamanashi Préfecture 401-0597, Japon, née le 19 mai 1970 à Hpkytck, en Russie,

en tant que nouveaux administrateurs de la Société jusqu'à la prochaine assemblée générale annuelle en 2014.

Dès lors, le conseil de gérance de la Société est composé de la manière suivante:

- Dr. Yoshiharu Inaba, président du conseil d'Administration,

- Monsieur Seigo Kato

- Monsieur Koji Samukawa,

- Monsieur Minoru Fujita,-

- Monsieur Takahiro Komatsu,

- Monsieur Olaf Christian Gehrels,

- Monsieur Hiroyuki Uchida,

- Monsieur Kiyonori Inaba,

- Monsieur Katsuo Kohari,

- Monsieur Hiroyuki Harada, et

- Dr. Svetlana Ermachkova.

L'assemblée générale annuelle a également décidé de renouveler le mandat de PricewaterhouseCoopers en tant que réviseur d'entreprises agréé jusqu'à l'assemblée générale annuelle qui se tiendra en l'année 2014.

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

Pour FANUC Europe Corporation

Référence de publication: 2013155299/44.

(130190099) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 novembre 2013.

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

Capital social: EUR 12.400,00.

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

R.C.S. Luxembourg B 148.063.

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Les comptes annuels au 31 mars 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 7 novembre 2013.

Stijn Curfs

Mandataire

Référence de publication: 2013155295/12.

(130190535) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 novembre 2013.

Falco Investissement S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1471 Luxembourg, 412F, route d'Esch.

R.C.S. Luxembourg B 155.336.

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Extrait des résolutions prises lors de l'Assemblée Générale Statutaire du 5 juillet 2013

La démission de Monsieur Fabio GASPERONI de son Mandat de Gérant est acceptée.

La nomination comme Gérant de Madame Chantal GASPARD, employée privée, demeurant professionnellement au 412F route d'Esch, L-2086 Luxembourg est acceptée. Son mandat est de durée illimité.

Fait à Luxembourg, le 5 juillet 2013.

Certifié sincère et conforme

Référence de publication: 2013155296/14.

(130190283) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 novembre 2013.