

George Cochran Noble t/a Noble & Co

Schedule 1 - Conditions

The following conditions are imposed in respect of the regulated activities undertaken.

1. The licenceholder is permitted to conduct the following regulated activities:-
 - Class 4 - corporate services - sub-classes (1) to (15) inclusive; and
 - Class 5 - trust services - sub-classes (1), (2), (3), (5) and (6).
2. The licenceholder is to deposit and maintain in a separate bank account or in another liquid investment approved by the Commission for this purpose, a sum which is not less than the amount specified as its minimum share capital requirement in column 5 of Schedule 2.2 and which is free from any charge or pledge.

_____ Chief Executive

10th January 2011

George Cochran Noble t/a Noble & Co

Schedule 2 - Exceptions and Modifications

Pursuant to section 7(3)(b) of the Financial Services Act 2008, the Rule Book applies with the following exceptions and modifications -

Exceptions

Part 2 – Financial Resources and Reporting

- (a) Rule 2.8(3)(c) – Annual financial statements
- (b) Rule 2.9(4) – Annual financial return
- (c) Rule 2.10 – Accounting standards
- (d) Rule 2.37(1)(a) – Financial resources requirements

Part 5 – Audit

- (a) Rule 5.6 – Audit of annual financial statements

Modifications

Part 2 – Financial Resources and Reporting

- (a) In Rule 2.9(2)(a) delete the word “audited”.
- (b) Rules 2.13 and 2.14 shall apply to the licenceholder as though the licenceholder was incorporated in the Isle of Man.
- (c) In Rule 2.33 add new paragraph (4):
 - (4) This rule does not apply to a mortgage or charge upon the principal residence of a natural person who is the licenceholder or who is a partner in the licenceholder.
- (d) In Rule 2.35 add new paragraph (4):
 - (4) This rule does not apply to a mortgage or charge upon the principal residence of a natural person who is the licenceholder or who is a partner in the licenceholder.
- (e) In Rule 2.40(1) add new paragraph (d):
 - (d) A signed statement by the licenceholder that to the best of his knowledge and belief he is able to meet his financial commitments as they fall due.

George Cochran Noble t/a Noble & Co

Schedule 2 - Exceptions and Modifications

Part 5 – Audit

(a) Rules 5.2, 5.3, 5.5, 5.7, 5.8, 5.9, 5.10, 5.11, 5.20 and 5.22 shall apply to the licenceholder as though the licenceholder was incorporated in the Isle of Man.

Replace “auditor” with “reporting accountant” or “an auditor” with “a reporting accountant” throughout, except where the word is retained in the rules modified below:

(b) In Rule 5.2(c) delete the words “being audited”

(c) Rule 5.2 (3)(a)(v) is modified to read:

(v) declared by the Commission to be ineligible to act as a reporting accountant of the licenceholder, or as an auditor of any description of licenceholders which includes the licenceholder or of licenceholders generally;

(d) Rule 5.2 (3)(b)(i) is modified to read:

(v) declared by the Commission to be ineligible to act as a reporting accountant of the licenceholder, or as an auditor of any description of licenceholders which includes the licenceholder or of licenceholders generally;

(e) Rule 5.10 (1) is modified to read as follows. Rule 5.10(2) is deleted:

1. The reporting accountant’s report must state whether a segregated bank account or other liquid investment has been maintained in accordance with the relevant licence condition.

_____ Chief Executive

10th January 2011