

of }
my }

388715 1

[Form No. 41.

"THE COMPANIES ACT, 1929."

Declaration of Compliance



A
Companies
Registration
Fee Stamp
of 5s.
must be
impressed
here.

WITH THE

REQUIREMENTS OF THE COMPANIES
ACT, 1929,

pursuant to Section 15, Sub-Section (2), of The Companies Act, 1929,
on behalf of a Company proposed to be Registered as

A. A. Thosington (Bedlington)

LIMITED.

REGISTERED

14 JUL 1944

HC-69134

grams: "Certificate, Estrand, London."

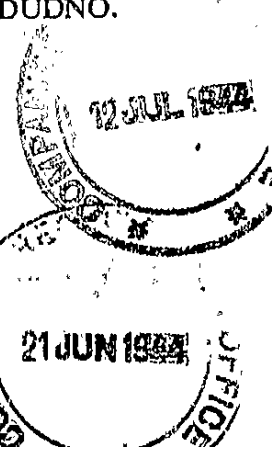
Telephone No.: Holborn 0434

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,
116 CHANCERY LANE, LONDON, W.C. 2,

ROAD STREET PLACE, E.C.2, and 28A MOSTYN STREET, LLANDUDNO.

ed by



Exp. 3

of

Albert Archibald Thornton
27, Schoolhouse Lane
Teddington, Middlesex.

*Here insert-
"A Solicitor
of the Su-
preme Court
(or in Scotland
"an Enrolled
Law Agent")
engaged in
the formation
of" or "A
person named
in the Articles
of Association
as a
Director (or
Secretary)
of."

Do solemnly and sincerely Declare that I am* a person named

in the Articles of Association as a

Director of S. S. Thornton (Teddington) Limited

LIMITED,

and That all the requirements of The Companies Act, 1929, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true, and by virtue of the provisions of The Statutory Declarations Act, 1835.

Declared at Kingston on Thames in

the County of Surrey

the 4th day of July

One thousand nine hundred and forty four

before me,

George Barker

A Commissioner for Oaths. †

† or Notary Public or Justice of the Peace.

NOTE.—This margin is reserved for binding, and must not be written a

of
ate)

388715

[Form No. 25.]

THE STAMP ACT, 1891, and THE FINANCE ACT, 1933.

COMPANY LIMITED BY SHARES.



Duty at the
rate of 10s.
for every
£100 must
be impressed
here.

Statement of the Nominal Capital

OF

A. C. Johnston (Lebbington)

REGISTERED

14 JUL 1944

LIMITED,

in accordance with Section 112 of The Stamp Act, 1891; as
amended by Section 41 of The Finance Act, 1933.

This statement is to be lodged with the Memorandum of Association and
Documents when the Registration of the Company is applied for.

HQ-70233

"CERTIFICATE, ESTRAND, LONDON."

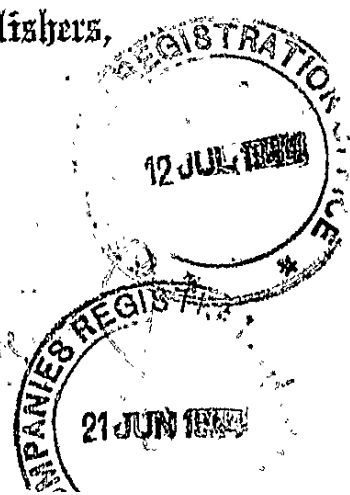
Telephone No. : HOLBORN 0434.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,
116 CHANCERY LANE, LONDON, W.C. 2
and 13 BROAD STREET PLACE, E.C. 2.

L.I. 1000

6 1000



THE NOMINAL CAPITAL

OF

A. A. THORNICAN (BEDDINGTON)

LIMITED,

is ONE THOUSAND Pounds,

divided into ONE THOUSAND Shares

of ONE POUND each.

Signature

L. Frankel

Description

Three for

Dated the 19th day

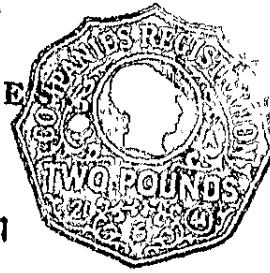
of June 19 44

NOTE.—This margin is reserved for binding, and must not be written across.

**This Statement should be signed by an Officer of the Company.



COMPANY LIMITED BY SHARES



Memorandum of Association

OF

A. A. THORNTON (TEDDINGTON) LIMITED.

14 JUL 1944

1. The Name of the Company is "A. A. THORNTON (TEDDINGTON) LIMITED."

2. The Registered Office of the Company will be situate in England.

3. The Objects for which the Company is established are—

- (A) To carry on all or any of the businesses of Constructional Engineers and Steel Erectors, Gas Holders and Bridge Painters and Repairers, Boiler Makers and Repairers, Steeplejacks, Oxy-Acetylene Welders, High Pressure Mains and Steam and Gas Fitters, Hot Water Engineers, Boiler Scalers, Hirers and Letters on Hire of Plant for construction work, Tank and Sheet Metal Workers, Erectors and Installers of Gas Plant of all kinds, Builders and Builders' Merchants, and General Engineers, Contractors, Factors, Agents, Merchants, and Traders; and to import, export, buy, sell, exchange, manufacture, repair, or otherwise deal in plant, machinery, tools, articles and things of any description whatsoever capable of being used in connection with the foregoing businesses or any of them or likely to be required by customers of or persons having dealings with the Company.
- (B) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (C) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property.
- (D) To build, construct, maintain, alter, enlarge, pull down, and remove or replace factories or other buildings.
- (E) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent



rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

- (F) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (G) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (H) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (I) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (J) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (K) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

- (L) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (M) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (N) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (O) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (P) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (Q) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employés, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any persons who may have been Directors of or may have served the Company, or to the wives, children, or other relatives or dependents of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any of such persons or of their wives, children, or other relatives or dependents.
- (R) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise

... acquire all or any part of the shares or securities of any such company as aforesaid.

- (s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (t) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (u) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (v) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is One Thousand Pounds, divided into One Thousand Shares of One Pound each.

We, the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>Albert Archibald Thonston</i> <i>24 Schoolhouse Lane Deddington</i> <i>Middlesex. Engineer.</i>	<i>one</i>
<i>Louis Frankel</i> <i>59, The Drive</i> <i>Edgware. Middlesex.</i> <i>Director</i>	<i>One</i>

Dated the *16th* day of *June*, 1944.

Witness to the above Signatures—

F. E. Bredt
6 Gibbs Green
Edgware Middlesex
Accountant

388715

"The Companies Act, 1929."



COMPANY LIMITED BY SHARE

REGISTERED

14 JUL 1944

Articles of Association

OF

A. A. THORNTON (TEDDINGTON)
LIMITED.

PRELIMINARY.

1. The Regulations contained in Table A in the First Schedule to The Companies Act, 1929 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses of Table A numbered 39, 40, 64, 65, 66, 69, 72, 78, 79, 104, and 107 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

2. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company at any rate not exceeding Ten per cent. of the price at which the said Shares are issued.

3. The Company shall be a Private Company, and accordingly the following provisions shall have effect:—

- (A) The Company shall not offer any of its Shares or Debentures to the public for subscription.
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be Members of the Company) shall not at any time exceed fifty.
- (C) The right to transfer Shares in the Company shall be restricted in the manner hereinafter provided.

4. The Company shall be entitled to treat the person whose name appears upon the Register of Members in respect of any Share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such Share, whether or not it shall have express or other notice thereof.

SHARES.

5. Subject to the provisions of Clause 35 of Table A, the Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

6. The lien conferred by Clause 7 of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole Registered Holder thereof or shall be one of two or more joint Holders.

7. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of Shares; and Clause 19 of Table A shall be modified accordingly.

BORROWING POWERS.

8. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit, and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled Capital, or by the issue, at such price as they may think fit, of Bonds, Debentures, or Debenture Stock either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

9. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETINGS.

10. A General Meeting of the Company shall be held in the month of January in each calendar year at such time and place as the Directors shall appoint. In default of a General Meeting being so held a General Meeting may be convened, to be held at any time during the next succeeding month, by any two Members in the same manner as nearly as possible as that in which General Meetings are to be convened by the Directors. The aforesaid General Meetings shall be called "Ordinary General Meetings"; all other General Meetings shall be called "Extraordinary General Meetings."

11. The quorum for the transaction of business at any General Meeting shall be two Members personally present and holding or representing by proxy not less than one tenth of the Share Capital of the Company for the time being issued; and Clause 45 of Table A shall be modified accordingly.

VOTES OF MEMBERS.

12. No person shall be appointed a proxy who is not a Member of the Company and qualified to vote; and Clause 59 of Table A shall be modified accordingly.

DIRECTORS.

13. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five.

14. The following persons shall be the first Directors of the Company: ~~ALBERT~~ ARCHIBALD THORNTON, and LOUIS FRANKEL. *JP a.c.T.* They shall be Permanent Directors of the Company, and each of them shall be entitled to hold such office so long as he shall live unless he shall become disqualified from any of the causes specified in Article 19 hereof; and accordingly Clauses 73 to 77 and Clause 80 of Table A shall not apply to any Permanent Director.

15. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following Ordinary General Meeting, when he shall retire, but shall be eligible for re-election.

16. The qualification of every Director shall be the holding in his own right and as sole Holder of at least one Share of the Company. A Director may act before acquiring his qualification, but shall acquire his qualification within one calendar month of being appointed a Director.

17. The remuneration of the Directors shall be ~~at the rate of One Thousand Pounds per annum~~ *decided at each Annual General Meeting* and such remuneration shall be divided among them in such proportions and in such manner as they shall agree, or in default of agreement equally: Provided that in default of agreement any Director who shall not have served during the whole period for which the remuneration is payable shall receive only an amount proportioned to the time served by him. Any resolution of the Board reducing or postponing the time for payment of the Directors' remuneration shall bind all the Directors. *S a.c.T.*

18. A memorandum in writing signed by all the Directors for the time being and annexed or attached to the Directors' Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a Meeting duly convened, held, and constituted.

DISQUALIFICATION OF DIRECTORS.

19. The office of a Director shall be vacated—

- (A) If he become bankrupt or insolvent or compound with his creditors;
- (B) If he become of unsound mind;
- (C) If he be convicted of an indictable offence, not being an offence under The Road Traffic Act, 1930, or any statutory provision in lieu or modification thereof;
- (D) If he cease to hold the necessary Share qualification or do not obtain the same within one calendar month from the date of his appointment;

(E) If he absent himself from the Meetings of Directors for a period of six calendar months without special leave of absence from the other Directors;

(F) If he become prohibited from being a Director by reason of any order made under Sections 217 or 275 of The Companies Act, 1929;

(G) If he give the Company ^{twelve} ~~three~~ calendar months' notice in writing that he resigns his office. *S a.T.*

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

20. A Director may hold any office or place of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into or be interested in contracts or arrangements with the Company and may have or be interested in dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Meeting of the Directors at which such contract, arrangement, or dealing is first taken into consideration the nature of his interest therein, or, if such interest is subsequently acquired, provided that he discloses the fact that he has acquired such interest at the next Meeting of the Directors held after such interest was acquired. A general notice given to the Directors by a Director to the effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract, arrangement, or dealing which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement, or dealing so entered into or made. Any Director may vote as a Director in regard to any contract, arrangement, or dealing in which he is interested or upon any matter arising thereout.

MANAGING DIRECTOR.

21. The Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (excepting the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

22. Clause 68 of Table A shall be read and construed as if the words "rotation of retirement" were substituted for the words "rotation or retirement."

NOTICES.

23. A Member who has no registered address in the United Kingdom and has not supplied to the Company an address within

the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

WINDING UP.

24. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied: First, in repaying to the Members the amounts paid up or credited as paid up on the Shares held by them respectively; and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the Holders of Shares (if any) issued upon special conditions.

25. In a winding up any part of the assets of the Company, including any shares in or securities of other companies, may, with the sanction of an Extraordinary Resolution of the Company, be divided among the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any shares whereon there is any liability.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Albert Archibald Thornton
27, Schoolhouse Lane Teddington
Middlesex. Engineer

Louis Frankel
59, The Drive
Edgware. Middlesex
Director

Dated the *16th* day of *June*, 1944.

Witness to the above Signatures—

L. B. Brett
6, Gibbs Green,
Edgware, Middlesex
Accountant

CERTIFICATE OF INCORPORATION

[Duplicate for the File]

No. **388715**

I HEREBY CERTIFY, that

A. B. AMERICAN (1 INCORPORATED) LIMITED

is this day incorporated under the Companies Act, 1929, and that the Company
is limited.

Given under my hand and seal this ^{fourteenth} day of ^{July}
~~XXXXXX~~ ^{One} Thousand Five Hundred and ^{Forty-four}.

P. H. ...

Registrar of Companies.

Certified to be received by *Reed. Port*

on the *14 JUL 1944*

[128]

INDISTINCT ORIGINAL

No. of Company 388715/26



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Resolutions

- of -

A.A. THORNTON (TEDDINGTON) LIMITED

Passed the 21st day of March 1957

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office on the 21st day of March 1957, the following ORDINARY and SPECIAL RESOLUTIONS were duly passed :-

ORDINARY RESOLUTION

That the Capital of the Company be increased by Nineteen thousand Pounds to a total of Twenty thousand Pounds by the creation of Nineteen thousand Ordinary Shares of One Pound each to rank in all respects pari passu with the existing Ordinary Shares.

SPECIAL RESOLUTION

1. That the following addition be made to the Articles of Association of the Company and be designated Articles 7A and 7B :-

7A. The Company in General Meeting may at any time or times pass a Resolution that it is desirable to capitalise any of the undivided profits of the Company for the time being, or the whole or any part of any Reserve Fund of the Company, whether representing accumulations of profits of the Company or premiums received by the Company on the issue of any of its Shares, obligations or Debentures, or the whole or any part of any sum (whether carried to reserve or not) resulting from any sale or re-valuation of or accretion to the assets of the Company or any part thereof, and that such sum be capitalised accordingly, and be applied in paying up Shares, Debentures or other obligations of the Company, and that such Shares, Debentures or other obligations be distributed among the holders of the issued Shares of any class or classes in the Capital of the Company for the time being in the same proportions as if such sum had been distributed by way of Dividend.



7B. Whenever such a Resolution as is mentioned in the preceding Article is passed the Directors may pay up unissued Shares, obligations or Debentures of the Company (as the case may be) to the amount authorised by the Resolution and distribute the same among the persons mentioned in such Resolution as nearly as may be in the proportions therein mentioned; and in case any difficulty shall arise in respect of such distribution the Directors shall have full power to settle the same as they shall think fit, and in particular may issue Fractional Certificates, make cash payments or vest any of the Shares, obligations, Debentures, or Debenture Stock in trustees for the persons entitled thereto.

ORDINARY RESOLUTIONS passed pursuant to the foregoing :

- (a) That a sum of Nine thousand pounds be appropriated from the undistributed profits of the Company, capitalised and applied in paying up fully Nine thousand ordinary Shares of One Pound each.
- (b) That the said Nine thousand Ordinary Shares shall be distributed to the Registered Holders of Ordinary Shares in the Company in the ratio of Nine new shares for every One share held at this date.

per pro

A. A. THORNTON (TEDDINGTON) LTD.

Chairman.

A. A. Thornton



Number of
Company

388715

27

Form No. 10



THE COMPANIES ACT 1948



Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

A.A. THORNTON (TEDDINGTON)

REGISTERED

LIMITED

15 APR 1957

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

Presented by

To THE REGISTRAR OF COMPANIES.

A.A. THORNTON (TEDDINGTON)

Limited, hereby gives you notice, pursuant to

Section 63 of the Companies Act, 1948, that by an* Ordinary
Resolution of the Company dated the 21st day of March 1957

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 19,000 beyond the Registered Capital of £ 1,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
19,000	Ordinary	One Pound

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)

subject to which the new shares have been, or are to be, issued are as follows:—

in all respects pari passu with existing shares

*If any of the new shares are Preference Shares state whether they are redeemable or not.

per pro

A. A. THORNTON (TEDDINGTON) LTD.

Signature

A. A. Thornton

State whether Director
or Secretary

MANAGING DIRECTOR

Dated the

12

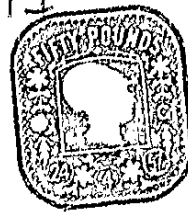
day of

April

1957

Note.—This margin is reserved for binding and must not be written across

No. of Company 388715 / 28



A. A. Thornton (Teddington) COMPANY, LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891.

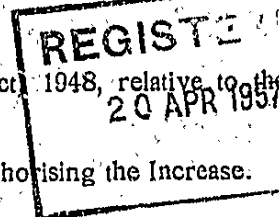
(NOTE—The Stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933).



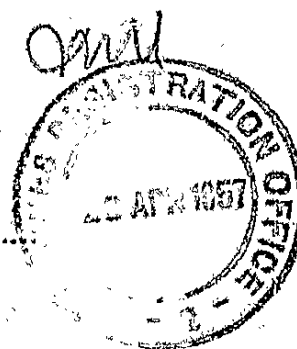
This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the

filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.



Presented for registration by



The NOMINAL CAPITAL of.....

A. A. Thornton (Teddington) Company, Limited,

has by a Resolution of the Company dated.....*Twenty first March 1957*

been increased by the addition thereto of the sum of £.....*19,000*..... divided into

19,000..... shares of £.....*one*..... each, beyond the Registered Capital of

one thousand pounds

Signature.....

A. A. Thornton

Managing Director

Description

Date

16 April 1957

NOTE.—This margin is reserved for Binding, and must not be written across.

No. of Company 388715/32.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



Special Resolution

- of -

A.A. THORNTON (TEDDINGTON) LIMITED

REGISTERED
17 FEB 1958

Passed the 5th day of February, 1958.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office on the 5th day of February 1958, the following SPECIAL RESOLUTION was duly passed :-

SPECIAL RESOLUTION

"That the Articles of Association of the Company be and are altered in the manner following :-

The existing Article 16 of the Articles of Association be deleted and the following substituted therefor :-

The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required."

A.A. Thornton

Chairman.

M. Winter & Sons,

Printers & Lithographers,

L.N.I.

WE CERTIFY that this Resolution has been printed by the Lithographic process.

For H.A. JUST & Co.

338

19th June



No. of Company 388715

34

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES



Ordinary Resolution

- of -

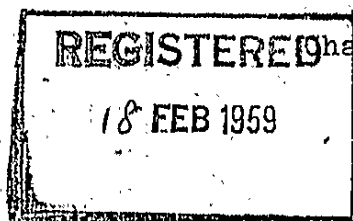
A.A. THORNTON (TEDDINGTON) LIMITED

Passed the 22nd day of January, 1959.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office on the 22nd day of January, 1959, the following ORDINARY RESOLUTION was duly passed :-

"That the Capital of the Company be increased by Thirty Thousand Pounds to a total of Fifty Thousand Pounds by the creation of Thirty Thousand Ordinary Shares of One Pound each to rank in all respects pari passu with the existing Ordinary Shares."

A.A. Thornton



Chairman.



WE CERTIFY that this Resolution has been printed by the Lithographic process.

For the Director

Number of
Company } 388715

128 3/3 12/5 36
THE COMPANIES ACT 1948

Notice of Increase in Nominal Capital

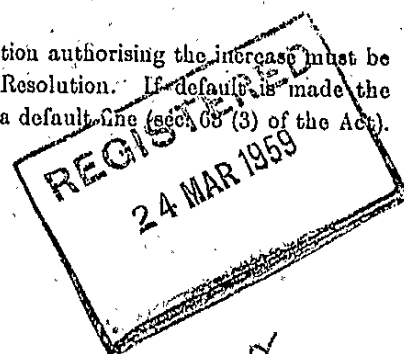
Pursuant to section 63

Insert the
Name
of the
Company

A.A. THORNTON (TEDDINGTON)

LIMITED

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 68 (3) of the Act).

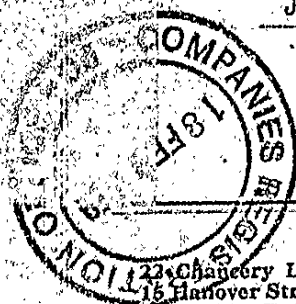


Presented by

JOHN M. WINTER & SONS

2, Serjeants' Inn

London, E.C.4.



The Solicitors' Law Stationery Society, Limited,
122, Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75, St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

TO THE REGISTRAR OF COMPANIES.

A.A. Thornton (Teddington)

Limited, hereby gives you notice, pursuant to

** "Ordinary," "Extra-ordinary," or "Special". Section 63 of the Companies Act, 1948, that by an* Ordinary Resolution of the Company dated the 22nd day of January 1959 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 30,000 beyond the Registered Capital of £ 20,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
30,000	Ordinary	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)

subject to which the new shares have been, or are to be, issued are as follows:—

ranking in all respects pari passu with the existing shares.

* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

State whether Director
or Secretary

Dated the 16th day of February 1959

Note.—This margin is reserved for binding and must not be written across.

No. of Company...388715....

Planned
3/3
ADD

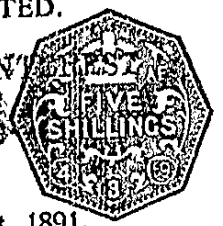
118 3/3
18 1/2



A.A. Thornton (Reddington)

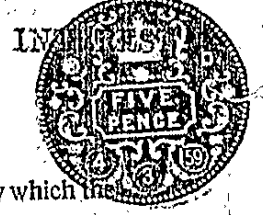
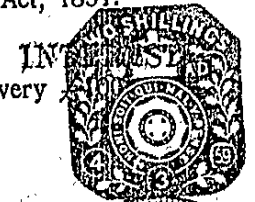
A.A. Thornton (Reddington) **ADD**
COMPANY LIMITED.

118 3/3



Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891.

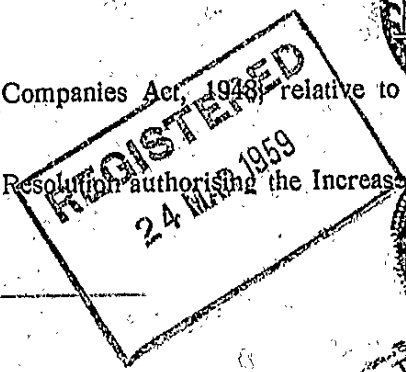
NOTE—The Stamp duty on an increase of Nominal Capital is Ten shillings for every
or fraction of £100—Section 41, Finance Act, 1933).



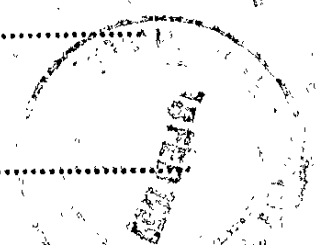
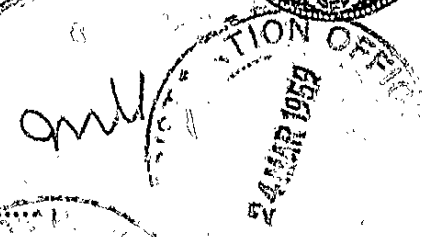
This statement is to be filed within 15 days after the passing of the Resolution by which the
Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per
cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1959).



NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the
filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.



Presented for registration by



The NOMINAL CAPITAL of.....

A. A. THORNTON (TEDDINGTON) Company, Limited,

has by a Resolution of the Company dated Twenty second day of

January 1959

been increased by the addition thereto of the sum of £ 30,000....., divided into

30,000..... shares of £ 1..... each; beyond the Registered Capital of

Twenty thousand pounds

Signature.....

W. J. Williams

Description.....

Secretary

Date.....

23rd February
1959

NOTE.—This margin is reserved for Binding, and must not be written across.

SPECIAL RESOLUTION



of

A.A. THORNTON (TEDEINGTON) LIMITED

Passed on the 24th August 1960

At an Extraordinary General Meeting of the above named Company held at Mill Farm Works, Mill Farm Road Hounslow Middlesex on the 24th August 1960 the following Resolution was duly passed as a Special Resolution:-

That the Articles of Association of the Company be altered (a) by adding the following:-

1. A holder of Ordinary shares may notify the Company in writing of his desire that such shares shall be converted into Preference shares carrying as from the date of conversion the following rights:-

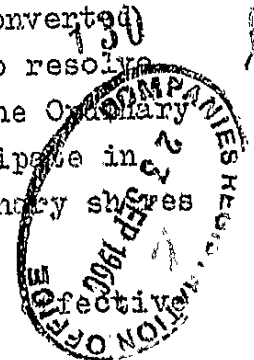
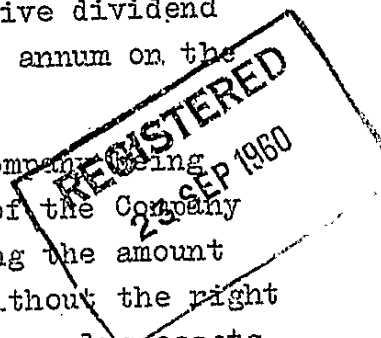
(a) The right to a fixed non-cumulative dividend at the rate of £5.0s.0d. per cent per annum on the capital paid up thereon and

(b) The right in the event of the Company being wound up to have the surplus assets of the Company applied in the first place in repaying the amount paid on such Preference shares but without the right to any further participation in such surplus assets and

(c) The right at a general meeting of the Company to one vote for every five Preference shares held by him and if the Directors shall so resolve such conversion shall thereupon take effect

2. A holder of Preference shares may notify the Company in writing of his desire that such shares shall be converted into Ordinary shares and if the Directors shall so resolve such conversion shall thereupon take effect and the Ordinary shares received on such reconversion shall participate in full in all dividends declared in respect of Ordinary shares after the date of such conversion

3. A resolution under this Article shall not be



unless a majority of the Directors for the time being in the United Kingdom shall concur therein

4. Where any such resolution for conversion is passed notice thereof shall forthwith be given to the holder or owner of the shares and he shall thereupon deliver up to the Company the certificate relating to the shares so converted and the Directors shall alter the Register of Members of the Company and issue to him a new certificate in respect thereof

(b) By renumbering all the Articles consecutively from one to twenty six and by making all consequential alterations in cross references

DATED this 24th day of August, 1960



Chairman

JOSEPH LILLY & CO.
53 LAMPTON ROAD.
HOUNSLOW, MIDDLESEX

388715/43

SPECIAL RESOLUTION

of

A.A. Thornton (Teddington) Limited

Passed on the 26th August 1960.



an Extraordinary General Meeting of the above named Company
held at 150 Hampton Road West, Feltham, Middlesex on Friday the
26th August 1960 the following Resolution was duly passed as a
SPECIAL RESOLUTION:-

RESOLUTION

That with effect from 26th August 1960 the Company's
Articles of Association be amended by deleting number
. twenty-six therefrom.

That the Articles be re-numbered consecutively from
. one to twenty-five and that all consequential
alterations in cross-references should be made.

DATED this 26th day of August 1960

Chairman

JOSEPH LILLY & CO.
53 HAMPTON ROAD,
HOUNSLOW, MIDDLESEX

109



No. of Company 388715

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Special Resolution

- of -

A. A. THORNTON (TEDDINGTON) LIMITED

Passed the 6th day of March 1961

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held at 150, Hampton Road West, Feltham, Middlesex, on the 6th day of March 1961 the following SPECIAL RESOLUTION was passed :-

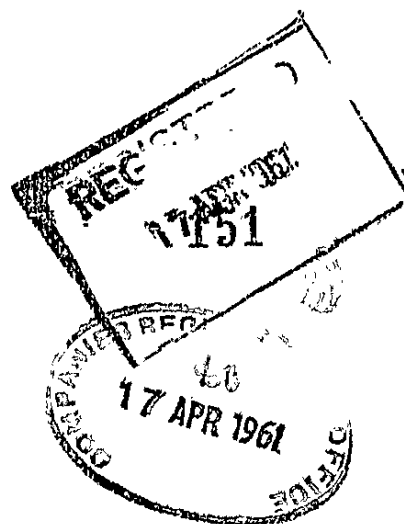
"That the Articles of Association now produced to the Meeting and signed by the Chairman by way of identification be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof".

R. J. J. J.

Chairman.

WE CERTIFY that this Resolution has been printed by the Lithographic process.

For H. A. JUST & Co. LTD.



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

A. A. Thornton (Teddington) Limited

(Adopted by Special Resolution passed *6th March* 1961)

1. The following regulations and (subject as hereinafter provided) the regulations contained in Part I of Table "A" in the First Schedule to the Companies Act 1948 (hereinafter called "Table "A"), shall constitute the regulations of the Company.

2. Regulations 24, 75, 76, 77, 87 and 89 to 95 (inclusive) and 97 of Table "A" shall not apply to the Company.

3. The Company is a Private Company and accordingly :-

(A) The Directors may, without assigning any reason, decline to register any transfer of shares.

(B) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company were while in such employment and have continued

after the determination of such employment to be members of the Company) is limited to fifty; Provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purpose of this Article, be treated as a single member.

- (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

4. The words "two members present in person or by proxy" shall be substituted for the words "three members present in person" in Regulation 53 of Table "A".

5. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members.

6. Unless otherwise determined by the Company by Ordinary Resolution, the number of Directors shall not be less than two nor more than seven.

7. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of, and at any separate meeting of the holders of any class of shares in, the Company.

8. Each of the Directors of the Company shall be paid out of the funds of the Company by way of remuneration for his services such sum as the Directors shall from time to time determine. The Directors shall also be paid out of the funds of the Company by way of further remuneration for their services such further sum or sums as the Company in General Meeting may from time to time determine. Such further remuneration shall be divided amongst the Directors in such proportion and manner as the Company in General Meeting may direct or in default of such direction as the Directors by agreement may determine, and in default of such determination, within three months of the same being sanctioned, equally between them. The Directors shall be paid such reasonable travelling, hotel and other expenses as they may

incur in going to, attending and returning from meetings of the Board or of Committees of the Board or General Meetings of the Company or which they may otherwise incur in or about the business of the Company.

9. A member or members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

10. The proviso to Regulation 79 of Table "A" shall not apply to the Company.

11. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and holding or who held any salaried employment or office in the Company or such other company, and the wives, widows, families and dependants of any such persons, and may make payments for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect thereto being disclosed to the members and to the proposal being approved by the Company by Ordinary Resolution, a Director holding any such employment or office shall be entitled to participate

4.

in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument. A Director may be counted in the quorum present upon a motion in respect of any matter referred to in this Article and may vote as a Director upon any resolution in respect of any such matter notwithstanding that he is personally interested in such matter.

X *Ray Cooley* X

Number of { 388715
Company

69

THE COMPANIES ACTS 1948 to 1967

Notification of Change of Directors or Secretary or in their Particulars

(Pursuant to Section 200 of the Companies Act 1948)

Insert the
Name of
the Company

A.A.Thornton (Teddington) Ltd.

LIMITED

NOTE.—Notification of any change among the Directors or in the Secretary of a Company or in any of the particulars contained in the register, specifying the date of the change, must be given to the Registrar of Companies within 14 days from the happening thereof (section 200 (5) (b)). If default is made the Company and every officer of the Company who is in default is liable to a default fine (section 200 (7)).

Presented by

Presentor's Reference.....

The Secretary

Form No. 9A
(No filing fee payable)

A. A. Thornton (Meddington) LIMITED hereby notifies you in

Albert Archibald Thornton resigned his Directorship on 19th April 1972

His official nature
and days of change.
His change of
the appointment of a
new Director or
Secretary fill in also
particulars below.

2 - SECRETARY (Columns 1, 2 and 4 *only* need be completed for a Secretary)

PARTICULARS OF NEW DIRECTOR* OR SECRETARY					
1 Name (In the case of an individual, present Christian name and surname; In the case of a corporation, the corporate name) 1	2 Any former Christian name or names and surname †	3 Nationality	4 Usual residential address (In the case of a corporation, the registered or principal office)	5 Business occupation and particulars of other directorships §	6 Date of Birth ¶

Date 1st May 1972 19

NOTES

23405

"In the case of a peer or person usually known as a peer,"

(c) In the case of a person usually known by a Jewish name, the name by which he was known to the majority of the administration of the community at the time of the marriage was claimed or claimed before the marriage.

(c) In the case of any person, a former Christian name or names were used from or during a period of not less than twenty years if the name has been changed or discarded for a period of not less than twenty years.

(1) In the case of a married woman (2) owner of personal property or to assist her in (3) the case of a married woman (4) owner of personal property or to assist her in

Signature K. J. McCallar (State whether Director or Secretary)

Disadvantages—The names of all bodies corporate incorporated in Great Britain of which the Director is also a director, shall be given to the Registrar of Companies, and the names of all bodies corporate incorporated in Great Britain of which the Director is also a director, shall be given to the Registrar of Companies, and the names of all bodies corporate incorporated in Great Britain of which the Director is also a director, shall be given to the Registrar of Companies.

In case of Irish need only be given in the case of a company which is subject to section 185 of the Companies Act 1948, namely a company which is not a private company or which, being a private company, is the subsidiary of a body corporate established in the United Kingdom which is not a private company or which, being a private company, is the subsidiary of a body corporate established in the United Kingdom which is neither a private company nor a company registered under the law relating to companies in force in Northern Ireland and having provisions in its constitution which would, if it had been registered in Great Britain, enable it to rank as a private company.

to rank as a private company.

Number of
Company

388715 / 73
388715 W/W

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

A.A. THORNTON (TEDDINGTON)

LIMITED

Passed 31st August, 1973.

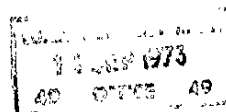
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

Clayton Road, Hayes, Middlesex

on the 31st day of August, 1973, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

That the regulations contained in the document submitted to this Meeting (and, for the purpose of identification, signed by the Chairman thereof) be and are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for all existing Articles of Association of the Company.

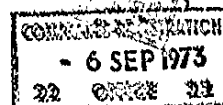


Signature

Chairman

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.



THE COMPANIES ACTS 1948 AND 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

A.A. THORNTON (TEDDINGTON) LIMITED

(Adopted by Special Resolution passed the 31st day of August 1973)

1. The following regulations and (subject as hereinafter provided) the regulations contained or incorporated by reference in Part II of Table A in the First Schedule to the Companies Act 1948 shall constitute the regulations of the Company.

2. Until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two nor more than ten.

3. The Directors may exercise all the powers of the Company to borrow or raise money, to give guarantees, and to mortgage or charge the Company's undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party (including its holding company). Regulation 79 of Table A shall not apply to the Company.

4. A Director may vote and be counted in a quorum in respect of any contract in which he is interested, provided that before doing so he shall have disclosed the nature of his interest, and paragraphs (2) and (4) of Regulation 84 of the said Table A shall not apply to the Company.

5. If and so long as the Company is a subsidiary Regulations 89 to 95 of the said Table A shall not apply to the Company and the Company's immediate Holding Company shall have the power of appointing and removing any director of the Company, such power to be exercised by notice in writing signed on behalf of such Holding Company by any director or the Secretary thereof.

6.(A) Any Director may at any time appoint any person approved by the Directors to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office and, subject to such approval as aforesaid appoint another person in his place. An alternate Director so appointed shall not be required to hold any share qualification. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at any such meeting of which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires whether by rotation or otherwise but is re-appointed or is deemed to have been re-appointed by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-appointment as if he had not so retired. Unless effected under Clause 5 hereof, all appointments and removals of alternate Directors shall be effected by notice in writing under the hand of the Director making or revoking such appointment sent to or left at the registered office.

(B) An alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults, and shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the last mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.



Company No.: 388715

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THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

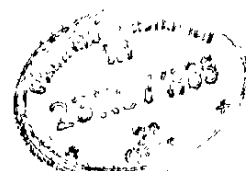
Special Resolution of A.A. Thorton (Teddington) Limited

At the Annual General Meeting of the Company duly convened and held on 4th September 1985, the following resolution was passed as a Special Resolution.

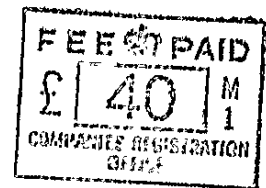
Special Resolution

"That pursuant to Section 252 of the Companies Act 1985 the Auditors Messrs. Spicer & Pegler shall not be re-appointed auditors of the Company.

.....
Chairman of the Meeting



Company Number: 388715

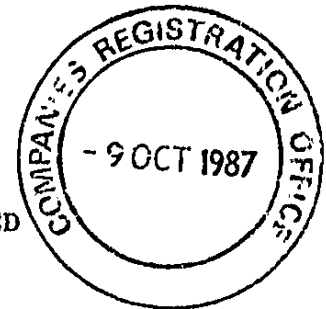


THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

AA THORNTON (TEDDINGTON) LIMITED



At an Extraordinary General Meeting of the above-named Company, duly convened and held on 16th September, 1987 at Berisford Wing, 1 Prescott, Street, London E1 8AY the following Resolution was passed as a Special Resolution.

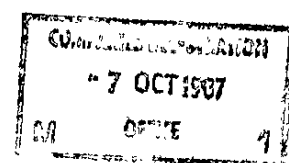
SPECIAL RESOLUTION

THAT the name of the Company be changed to "BERISFORD FACTORS LIMITED"

21/10

Signed

Chairman of the Meeting



NW £40
013188.

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 388715

I hereby certify that

A.A.THORNTON(TEDDINGTON)LIMITED

having by special resolution changed its name,
is now incorporated under the name of

BERISFORD FACTORS LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 21 OCTOBER 1987


MRS E. CHADWICK

an authorised officer

G

COMPANIES FORM No. 353

353**Notice of place where register of members is kept or of any change in that place**

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not
write in
this margin

Pursuant to section 353 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

* Insert full name
of company

† delete as
appropriate

To the Registrar of Companies

For official use

Company number

--	--	--	--	--

388715

Name of company

BERISFORD FACTORS LIMITED

gives notice that the register of members is [now]† kept at:

Berisford Wing		
1, Prescott Street		
London	Postcode	E1 8AY

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation‡ Director

Date 30. 11. 88

Presenter's name address and
reference (if any):

For official Use
General Section

Post room



COMPANY NUMBER: 388715

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

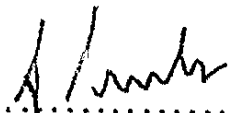
SPECIAL RESOLUTION OF
BERISFORD FACTORS LIMITED

At the Annual General Meeting of the above named Company, duly convened and held on 7th November 1988 at Berisford Wing, 1 Prescott Street, London E1 8AY the following Resolutions were passed as Special Resolutions.

SPECIAL RESOLUTION

1. That the Articles of Association of the Company be altered as follows:-

"2(A) That the Directors shall have power at anytime, and from time to time, to appoint any persons to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at anytime exceed the number fixed in accordance with these regulations".
2. That the provisions of the Memorandum of Association of the company be altered be deleting the existing clause 3 and substituting therefor a new clause 3 in the form attached to the Notice of the Meeting and initialled for the purpose of identification.


.....
Chairman of the Meeting



New Clause 3 for Memorandum and Articles of Association
of BERISFORD FACTORS LIMITED

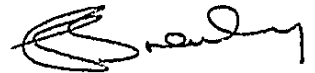
3. The objects for which the Company is established are:-
- a) To factor, buy, sell, discount and collect debts and trade invoices and to facilitate the protection and economical realisation of assets, and to collect and distribute information as to sound principles of trading, and the demand for goods in any country or place.
 - b) To carry on business as financiers, capitalists, concessionnaires, merchant bankers, commercial agents, mortgage brokers, financial agents and advisers.
 - c) To finance hire-purchase agreements in respect of any assets and to carry on, either as principal, agent or trustee, any kind of business or financial trading or commercial or other operation commonly carried on or undertaken by financiers, capitalists, and concessionnaires.
 - d) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
 - e) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with and building or buildings and adapt the same for the purpose of the Company's business.
 - f) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

- g) To supply, form, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- h) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- i) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- j) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- k) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint venture arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- l) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- n) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- o) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- p) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

- N/A
- q) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
 - r) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company undertaking any Director holding a salaried office or employment in the Company or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
 - s) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependants or connections.
 - t) To distribute any property of the Company in specie among the members.
 - u) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

388715 . Certified a True Copy of the Original



SECRETARY

THE COMPANIES ACT 1948

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

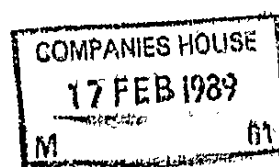
MEMORANDUM & ARTICLES OF ASSOCIATION

of

BERISFORD FACTORS LIMITED

Incorporated the 14th day of July 1944

No. 388715



THE COMPANIES ACT 1929

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

BERISFORD FACTORS LIMITED

(AS AMENDED BY A SPECIAL RESOLUTION OF THE COMPANY
PASSED ON 7 NOVEMBER 1988)

- 1.* The name of the Company is Berisford Factors Limited.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - a) To factor, buy, sell, discount and collect debts and trade invoices and to facilitate the protection and economical realisation of assets, and to collect and distribute information as to sound principles of trading, and the demand for goods in any country or place.
 - b) To carry on business as financiers, capitalists, concessionnaires, merchant bankers, commercial agents, mortgage brokers, financial agents and advisers.
 - c) To finance hire-purchase agreements in respect of any assets and to carry on, either as principal, agent or trustee, any kind of business or financial trading or commercial or other operation commonly carried on or undertaken by financiers, capitalists, and concessionnaires.
 - d) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
 - e) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purpose of the Company's business.
 - f) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

* The Company was incorporated under the name of A A Thornton (Teddington) Ltd, by a Special Resolution passed on 16 September 1987, the name was changed to Berisford Factors Limited.

- g) To supply, form, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- h) To sell, let, license, develop or otherwise deal with the undertaking, of all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- i) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- j) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- k) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- l) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- n) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- o) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- p) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- q) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- r) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company undertaking any Director holding a salaried office or employment in the Company or the dependants or connections of such persons and to grant pensions and allowances to any such persons.

- s) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependants or connections.
- t) To distribute any property of the Company in specie among the members.
- u) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

- 4. The liability of the Members is limited.
- 5. The Share Capital of the Company is One thousand pounds, divided into One thousand Shares of One pound each.

* By an Ordinary Resolution passed on 21st March 1957, the capital of the Company was increased to £20,000, divided into 20,000 Ordinary Shares of £1 each.

Company was increased to £50,000 divided into 50,000 Ordinary Shares of £1 each.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
ALBERT ARCHIBALD THORNTON 27 Schoolhouse Lane Teddington Middlesex Engineer	One
LOUIS FRANKEL 59 The Drive Edgware Middlesex Director	One

DATED the 16th day of June 1944

WITNESS to the above signatures:-

L I Brett
6 Gibbs Green
Edgware
Middlesex

Accountant

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BERISFORD FACTORS LIMITED

(ADOPTED BY SPECIAL RESOLUTION PASSED ON 6TH MARCH 1961 AND
AS AMENDED BY SPECIAL RESOLUTION PASSED ON 7 NOVEMBER 1988)

1. The following regulations and (subject as hereinafter provided) the regulations contained in Part I of Table "A" in the First Schedule to the Companies Act 1948 (hereinafter called Table "A") shall constitute the regulations of the Company.
2. Regulations 24, 75, 76, 77, 87 and 89 to 95 (inclusive) and 97 of Table "A" shall not apply to the Company.
- 2A.* That the Directors shall have power at anytime, and from time to time, to appoint any persons to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not exceed the number fixed in accordance with these regulations.
3. The Company is a Private Company and accordingly:-
 - (A) The Directors may, without assigning any reason, decline to register any transfer of shares.
 - (B) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty; provided that where two or more persons hold one or more shares of the Company jointly they shall, for the purpose of this Article, be treated as a single member.
 - (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
4. The words "two members present in person by proxy" shall be substituted for the words "three members present in person" in Regulation 53 of Table "A".
5. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members.

* Clause 2A was adopted pursuant to a Special Resolution of the Company passed on 7th November 1988.

6. Unless otherwise determined by the Company by Ordinary Resolution, the number of Directors shall not be less than two nor more than seven.
7. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of, and at any separate meeting of the holders of any class of shares in, the Company.
8. Each of the Directors of the Company shall be paid out of the funds of the Company by way of remuneration for his services such sum as the Directors shall from time to time determine. The Directors shall also be paid out of the funds of the Company by way of further remuneration for their services such further sum or sums as the Company in General Meeting may from time to time determine. Such further remuneration shall be divided amongst the Directors in such proportion and manner as the Company in General Meeting may direct or in default of such direction as the Directors by agreement may determine, and in default of such determination, within three months of the same being sanctioned, equally between them. The Directors shall be paid such reasonable travelling, hotel and other expenses as they may incur in going to, attending and returning from meetings of the Board or of Committees of the Board of General Meetings of the Company or which they may otherwise incur in or about the business of the Company.
9. A member or members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgement at the registered office of the Company.
10. The proviso to Regulation 79 of Table "A" shall not apply to the Company.
11. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors of the Company or any such other company as aforesaid and holding or who held any salaried employment or office in the Company or such other company, and the wives, widows, families and dependants of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect thereto being disclosed to the members and to the proposal being approved by the Company by Ordinary Resolution, a Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument. A Director may be counted in the quorum present upon a motion in respect of any matter referred to in this Article and may vote as a Director upon any resolution in respect of any such matter notwithstanding that he is personally interested in such matter.

**Notice of increase
in nominal capital****123**

ease do not
rite in
is margin

Pursuant to section 123 of the Companies Act 1985

lease complete
gibly, preferably
black type, or
old block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

388715

Name of company

insert full name
of company

* BERSEFORD FACTORS LIMITED

the copy must be
printed or in some
other form approved
by the registrar

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 28TH SEPTEMBER 1989 the nominal capital of the company has been
increased by £ 950,000 beyond the registered capital of £ 50,000.

A copy of the resolution authorising the increase is attached.⁵

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

By the creation of 950,000 Ordinary Shares to rank pari passu with
all existing Ordinary Shares of £1 each.

Please tick here if
continued overleaf

☐

Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation: DIRECTOR

Date 29/9/89.

Presentor's name address and
reference (if any):

For official Use
General Section

Post room

COMPANY
6 OCT 1989
M

NUMBER OF COMPANY 388715

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION
OF
BERISFORD FACTORS LIMITED

Passed: 28th September 1989

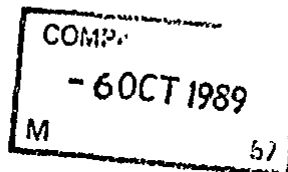
At the EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Kenwood House, 77A Shenley Road, Borehamwood, Herts WD6 1AG on 28th September 1989 the subjoined ORDINARY RESOLUTION was duly passed. viz:

RESOLUTION

That the authorised Share Capital of the Company be increased from £50,000 to £1,000,000 by the creation of 950,000 Ordinary £1 Shares ranking in all respects parri passu with the existing 50,000 Ordinary Shares of £1 each.

Min

.....
Chairman



NUMBER OF COMPANY 388715

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

BERISFORD FACTORS LIMITED

Passed: 28th September 1989

At the EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Kenwood House, 77A Shenley Road, Borehamwood, Herts WD6 1AG on 28th September 1989 the subjoined ORDINARY RESOLUTION was duly passed. viz:

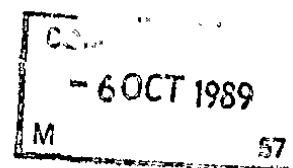
RESOLUTION

That the Directors be and they are hereby unconditionally authorised for the purposes of Section 80 Companies Act 1985, to allot shares up to the amount of the authorised capital (£1,000,000) at any time or times during the period of five years from the date of passing such resolution in General Meeting.

llin

.....
Chairman

masextra (10)



G

COMPANIES FORM No. 353

353**Notice of place where register of members is kept or of any change in that place**

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not
write in
this margin

Pursuant to section 353 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

388715

Name of company

* Berisford Factors Limited

* insert full name
of company

† delete as
appropriate

gives notice that the register of members is [now]† kept at:

14/15 Quarry Street

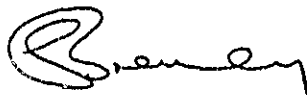
Guildford

Surrey

Postcode GU1 3UY

‡ insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



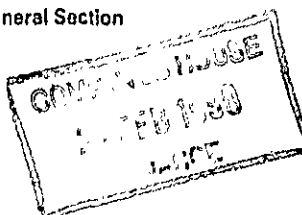
Designation‡ Secretary

Date 22 February 1990

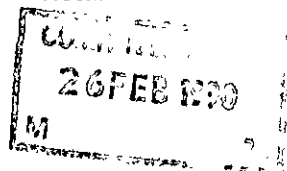
Presentor's name address and
reference (if any):

J Bromley
14/15 Quarry Street
Guildford
Surrey
GU1 3UY

For official Use
General Section



Post room



NUMBER OF COMPANY 388715

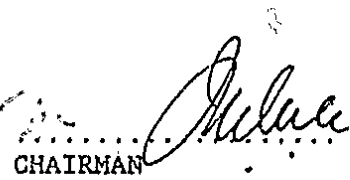
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
BERISFORD FACTORS LIMITED

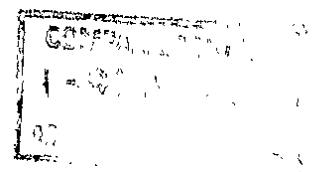
passed 26th April 1990

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Kenwood House, 77a Shenley Road, Boreham Wood, Herts WD6 1AG, on 26th April 1990 the subjoined SPECIAL RESOLUTION was duly passed viz:

RESOLUTION

That the existing Articles of Association be altered by the deletion of the word "seven" in article 6 and the substitution thereof of the word "nine".


CHAIRMAN
ng/6doc3



THE COMPANIES ACTS 1948 to 1967

and

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

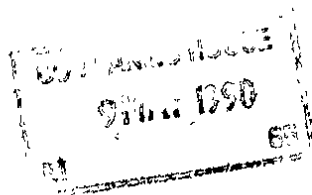
STEELS AVIATION SERVICES (IN FLIGHT) LIMITED

(Incorporating all amendments to 29th June, 1988)

Incorporated on 18th August, 1976

No. 1273715

Allen & Overy
9 Cheapside
London EC2V 6AD



G

COMPANIES FORM No. 225(1)

225(1)**Notice of new accounting reference date given during the course of an accounting reference period**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

[] [] [] []

388715

Name of company

* Berisford Factors Limited

* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 0 7

Note

Please read notes 1 to 4 overleaf before completing this form

Day Month Year

3 1 0 7 1 9 9 0

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

Signed [Signature] Designation: Secretary Date 30th Aug 1990

† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Presenter's name address and reference (if any):

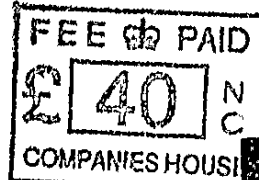
J E Bromley,
14/15 Quarry Street,
Guildford,
Surrey,
GU1 3UY.For official Use
General Section

Post room

RECEIVED
10 AUG 1990
23

[COPY]

special resolution(s)



Company Number

388715

name of company

BERISFORD FACTORS

Limited

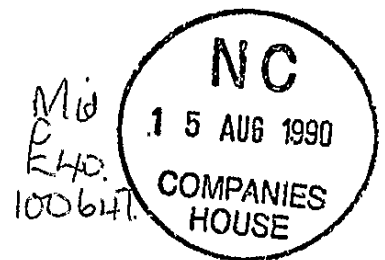
At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Kenwood House, 77a Shenley Road, Borehamwood, Hertfordshire

on the Thirteenth day of August 19 90

the following SPECIAL RESOLUTION(S) was/were duly passed:-

CHANGE OF NAME

That the name of the Company be changed to Bibby Factors Limited with effect from 13th August, 1990.



SIGNED [Signature] Duly Authorised Signatory
For and on behalf of
Bibby Bros. & Co.
(Management) Limited
Secretary

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON W1 6EE
TELEPHONE 01 253 3030
TELEX 28 N10



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 388715

I hereby certify that

BERISFORD FACTORS LIMITED

having by special resolution changed its name,
is now incorporated under the name of

BIBBY FACTORS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 15 AUGUST 1990

G.J. Staggs (Mrs)

MRS. G.J. STAGG

an authorised officer

G

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

Please complete legibly, preferably in black type, or bold block lettering

[] [] [] []

388715

Name of company

* BIBBY FACTORS LIMITED

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 1 1 2

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3 1 1 2 1 9 9 0

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____

_____, company number _____
the accounting reference date of which is _____

Duly Authorised Signatory
For and on behalf of
Bibby Bros. & Co.
(Management) Limited
[Director][Secretary]† Date 22nd August, 1990

Signed



Presenter's name address and reference (if any): NJA

MR N. J. ALLSOPP
401, NORWICH HOUSE,
WATER STREET,
LIVERPOOL L2 8UW

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