

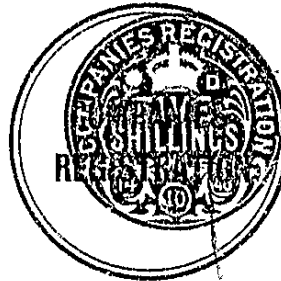
421802

REGISTERED

18 OCT 1946

Form No. 41.

THE COMPANIES ACT, 1929.



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

DECLARATION of Compliance with the requirements of the
Companies Act, 1929, on application for registration of a Company.

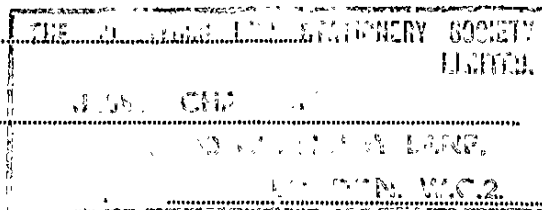
Pursuant to Section 15 (2).

Insert the
Name of the
Company.

Granger Smith (Paper)

LIMITED.

resented by



The Solicitors' Law Stationery Society, Limited,
22 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;
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, G.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

I, Amy Gladys Warner
of Birken Trees Waterhouse Lane
Kingswood Surrey Married
Woman

(1) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland
"an Enrolled Law
"Agent") "engaged
"in the formation,"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

Do solemnly and sincerely declare that I am (a) a person
named in the Articles of Association
as a Director

of Graniger Smith (Paper)

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 1 New Square
Lincoln Inn in the
County of London
the 7th day of Oct 1946

Amy Warner

Before me,

H. H. H.

Number of
Company

421802

REGISTERED

12 OCT 1946

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

Granger Smith (Paper)

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented by

THE CHANCERY LAW STATIONERY SOCIETY, LIMITED.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,
22 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;
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

Granger Smith (Paper), Limited,

is £1000, divided into 1000

Shares of £1 each.

*Signature *[Signature]*

Description *Secretary*

Dated the 8th day of October 1946

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

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



COMPANY LIMITED BY SHARES.

Memorandum of Association

— OF —

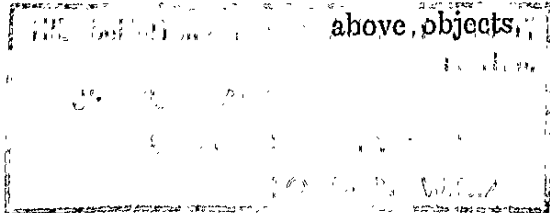
GRAINGER SMITH (PAPER) LIMITED.

1. The name of the Company is "GRAINGER SMITH (PAPER) 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 acquire and take over as a going concern and carry on the business of merchants of paper products and kindred trades now carried on at 1 Dickenson Street West, Manchester, 2, in the County of Lancaster under the style or firm of Grainger Smith & Co. together with the whole or any part of the real and personal property and assets of the proprietors of the business used in connection therewith or belonging thereto.
- (B) To carry on business as manufacturers of and merchants and dealers in paper cardboard, strawboard, papier mache', tracing paper, tracing cloth, transfer paper, transfers, transparencies, transparent paper, water-proof paper, waxed paper, and other papers for every purpose, waste paper, cardboard, wool, cotton, linens, rags, rope, baggage and generally waste and scrap materials and goods of any kind, pattern cards, paper bags, paper decoration goods, paper shavings, tickets, paper reels and rolls, paper tubes, and papers of all descriptions including medicated, sensitised and other specially finished varieties.
- (c) To carry on business as printers and publishers, engravers gum glue and paste makers, paper gummiers, and varnishers, painters, decorators, manufacturing and wholesale and retail and export stationers, engineers, manufacturing chemists, electricians, slitters, re-reelers, wood and timber merchants, including boxes, wood pulp, plywood and other similar goods workers, and builders' and decorators' merchants, and any other trade or business which can in the opinion of the Directors be conveniently carried on in connection with or as ancillary to any of the above objects.



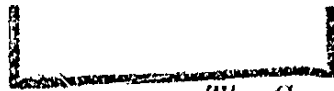
97.7
X

- (D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (E) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (G) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers, and privileges as may be thought fit, debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, or the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (I) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (J) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit

fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.

- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (L) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company, in or upon such investments and in such manner as may from time to time be determined.
- (M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (O) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (P) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

- (q) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
 - (r) To distribute among the members in *specie* any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
 - (s) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
 - (t) To do all such other things as are incidental or conducive to the above objects or any of them.
4. The liability of the members is limited.
 5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.



COMPANY LIMITED BY SHARES.

Articles of Association

— OF —

GRAINGER SMITH (PAPER) LIMITED.

1. Subject as hereinafter provided, the regulations contained in Table A in the First Schedule to the Companies Act 1929 (hereinafter referred to as "Table A") shall apply to the Company.
2. Clauses 35, 45, 50, 64, 69, 72 and 82 of Table A shall not apply to the Company, but the clauses hereinafter contained, and the remaining clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.
3. The Company is a "Private Company" within the meaning of Section 26 of the Act, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) 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 be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.
4. In Clause 2 of Table A the words "Ordinary Resolution" shall be substituted for the words "Special Resolution," where those words first occur.
5. The shares shall be at the disposal of the Directors, who may (subject to any direction to the contrary that may be given by the Company in General Meeting) allot or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to Article 8, and provided that no shares shall be issued at a discount, except as provided by Section 47 of the Companies Act 1929.
6. In Clause 7 of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.
7. The first sentence of Clause 19 of Table A shall be omitted, and the following provisions shall have effect in substitution thereof: No transfer of any share in the capital of the Company to any person not already a member of the Company shall be made or registered without the previous sanction of the Directors, who may,

without assigning any reason, decline to give any such sanction, and shall so decline in the case of any transfer the registration of which would involve a contravention of Clause 8 hereof. The Directors may also decline to register any transfer of shares on which the Company has a lien.

8. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as is provided in Clause 46 of Table A, two or more members personally present and together holding not less than one tenth part of the paid-up capital of the Company shall be a quorum.

9. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members, present in person or by proxy and entitled to vote at the meeting, or by any member so present and entitled who holds at least one-twentieth part of the paid-up capital of the Company and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or lost, or carried unanimously, or carried or not carried by a particular majority, and an entry to that effect in the minute book of the proceedings of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

10. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The following shall be the first Directors of the Company, that is to say—Amy Gladys Weller.

11. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of Section 141 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he is found lunatic or becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under any provision of the Companies Act 1929.

12. A Director may hold any other office or place of profit under the Company, except that of Auditor, in conjunction with his office of Director, upon such terms as to remuneration and otherwise as may be determined by the Board.

13. A Director shall be capable of contracting or participating in the profits of any contract or proposed contract with the Company in the same manner as if he were not a Director, subject nevertheless to the following provisions namely: (1) He shall declare or disclose the nature of his interest therein at a meeting of the Directors of the Company or otherwise as required or provided by Section 149 of the Act, and (2) after he has become interested therein he shall not vote as a Director in respect of the contract or proposed contract or any matter arising thereout, and if he do so vote his vote shall not be counted. The said prohibition against voting shall not, however, apply

to any contract or arrangement for giving security to a Director for advances made or to be made by him to the Company or for liabilities or obligations (whether by way of guarantee or otherwise) incurred or assumed or proposed to be incurred or assumed by him on behalf of or for the benefit of the Company, or to any proposed allotment of shares or debentures to a Director, and it may at any time be suspended, relaxed or removed to any extent and on any terms or conditions by the Company in General Meeting.

14. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Amey George Wheeler.
 Berkei Lees.
 Watnhouse Lane.
 Kingswood.
 Surrey.
 Paper Merchant.

Charles Edmund Garner.
 16 Meadow Walk.
 Walton on the Hill.
 Paper Merchant. Surrey

Dated this 8th day of October 1946.

Witness to the above Signatures—

Robert Harris
 1. Jackson Street West
 Manchester 3
 Accountant

DUPLICATE FOR THE FILE.

No. 421802



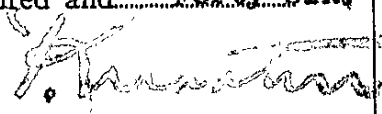
Certificate of Incorporation

I Hereby Certify, That

GRAINGER SMITH (PAPER) LIMITED

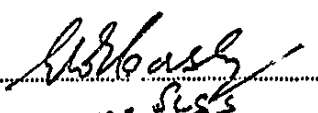
is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this Eighteenth day of October One Thousand Nine Hundred and Forty-six.


Registrar of Companies.

Certificate
received by }

Date


18/10/46

No. of Company 421802. 



The Companies Act 1948.

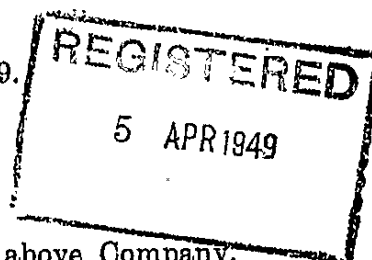
COMPANY LIMITED BY SHARES.

Special Resolution

— OF —

GRAINGER SMITH (PAPER) LIMITED

Passed the 16th day of March 1949.

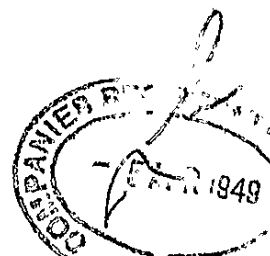
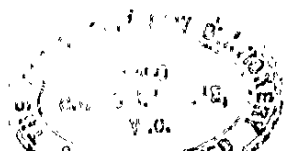


AT an EXTRAORDINARY GENERAL MEETING of the above Company, duly convened and held at "Chase Grove," The Chase, Kingswood, Surrey, on Wednesday the 16th day of March 1949, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION.

That the Nominal Capital of the Company be increased to £2,000 by creating a further 1,000 shares of £1 each, to rank *pari passu* with the existing issue of Shares.



Chairman.



Number of
Company

421802
12

Form No. 10.



THE COMPANIES ACT 1948

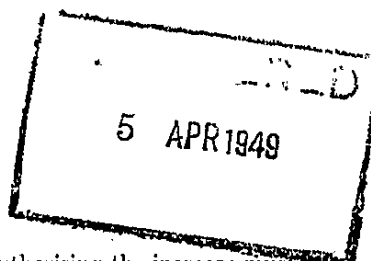
Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

Granger Smith (Paper)

LIMITED

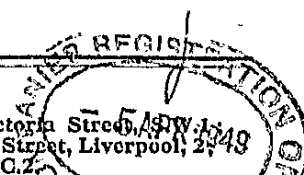


NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

Presented by



The Solicitors' Law Stationery Society, Limited.
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 5 St. James's Square, Manchester, 2; and 157 Hope Street, Glasgow, C.2.



To THE REGISTRAR OF COMPANIES.

Granger Smith (Paper)

Limited, hereby gives you notice, pursuant to

* "Ordinary,"
"Extra-
ordinary," or
"Special".

Section 63 of the Companies Act 1948, that by a * *Special*
Resolution of the Company dated the *16th* day of *March* 19*49*

the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ *1000* (*One thousand Pounds*)
beyond the Registered Capital of £ *1000* (*One thousand Pounds*)

The additional Capital is divided as follows:—

Number of Shares.

Class of Shares.

Nominal amount
of each Share.

1000

Ordinary

£1

The Conditions (e.g., voting rights, dividends, &c.) subject to which the
new shares have been, or are to be, issued are as follows:—

*To rank pari passu with the existing
issue of Shares*

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

Signature

Stimble

State whether Director
or Secretary

Secretary

Dated the

31st

day of

March

19*49*

This margin is reserved for binding

Number of }
Company }

421,802/13

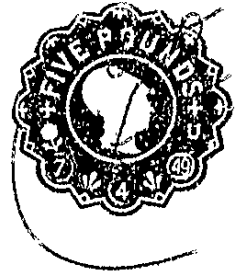
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Form No. 26a

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital

OF

Grangei Smith (Paper)

LIMITED

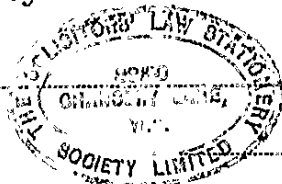
Pursuant to Section 112 of the Stamp Act 1891 as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

5 APR 1949

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not filed within 15 days after the passing of the Resolution by which the Capital is increased, Interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Presented by



The Solicitors' Law Stationery Society, Limited.

22 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,
5 St. James's Square, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS



THE NOMINAL CAPITAL

OF

Tranque Smith (Paper)

_____, Limited has by a Resolution
of the Company dated 16th March 1949

been increased by the addition thereto of the sum of
£ 1000, divided into 1000

Shares of $\frac{1}{2}$ each, beyond the registered

Capital of One thousand pounds
£1000

*Signature

S. Smith

Officer

Secretary

Dated the

3rd

day of

March

19 49

This margin is reserved for binding

* This Statement should be signed by a Director or Secretary of the Company.

10 X 64
THE COMPANIES ACT, 1948

200-25
COMPANIES
REGISTRATION

COMPANY LIMITED BY SHARES

SEE

OKSL
AMENDED
RETURN.

RESOLUTIONS

DOCT. No. 39

of

GRAINGER SMITH (PAPER) LIMITED

REGISTERED

15 OCT 1964

Passed the 30th day of September 1964

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Welcopa House, 209, Clapham Road, London, S.W.9. on the 30th September 1964, the following Resolutions were duly passed as to that numbered 1 as an ORDINARY RESOLUTION and as to those numbered 2 and 3 as SPECIAL RESOLUTIONS :-

RESOLUTIONS

1. THAT the capital of the Company be and is hereby increased from £2,000 to £4,000 by the creation of an additional 2,000 shares of £1 each ranking pari passu in all respects with the existing shares in the Company.
2. THAT the Articles of Association of the Company be and are hereby amended by the addition of the following new Article to be numbered 15 :-

"15. The company in general meeting may upon the recommendation of the directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the company to be allotted and issued."

15 OCT 1964

WELHAM & CO.
16 BRAY'S INN SQUARE.

distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the directors shall give effect to such resolution :

Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares."

3. THAT, upon the recommendation of the Directors pursuant to Article 15 of the Company's Articles of Association, the sum of £2,000 (being part of the sum standing to the credit of the Company's Profit and Loss Account) be capitalised and that such sum be appropriated as capital to and amongst the persons on the Register of Members of the Company at the date hereof in the shares and proportions in which they would have been entitled thereto if the same had been distributed by way of dividend and that such sum be applied in paying up in full 2,000 shares in the capital of the Company on behalf of such Members and that such shares be appropriated amongst them in the proportion of 2 such new shares of £1 for each share of £1 held in satisfaction of their shares and interests in the said capitalised sum and that the Directors be and are hereby authorised to take all necessary steps to give effect to the provisions of this resolution.

Angela Chell

Chairman.

Number of
Company

421802

36



No. 10

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

REGISTERED

15 OCT 1964

Insert the
Name
of the
Company

GRAINGER SMITH (PAPER) LIMITED

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. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

Callingham & Co.,

4 Gray's Inn Square,

Gray's Inn, London, W.C.1.

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 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; 31 Charles Street, Cardiff, 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

GRAINGER SMITH (PAPER) Limited, hereby gives you notice, pursuant to

Section 63 of the Companies Act, 1948, that by an ^{***}Ordinary Resolution of the Company dated the 30th day of September 1964

"Extra-ordinary", or
"Special"

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 2,000 beyond the Registered Capital of £ 2,000

The additional Capital is divided as follows:—

Number of Shares
2,000

Class of Share
Ordinary

Nominal amount
of each Share
£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:—

The new shares rank pari passu in all respects with the existing shares in the capital of the Company.

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

Signature

Nigel B. Wells

State whether Director
or Secretary

Director

Dated the 30th day of September, 1964

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

THE STAMP ACT, 1891

(54 & 55 Vict., CH. 39)

COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital

OF

GRAINGER SMITH (PAPER)

REGISTERED

15 OCT 1964

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

Callingham & Co.,

4 Gray's Inn Square,

Gray's Inn, London, W.C.1.

The Solicitors' Law Stationery Society, Limited.

191-192 Fleet Street, E.C.4; 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; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

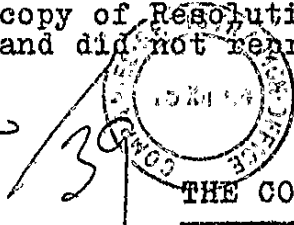
OF

Dated the 30th day of September, 1964

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

This Return is filed by way of amendment of the Return filed on the 15th October 1964 and is rendered necessary by reason of the fact that in the earlier Return the copy of Resolution No. 3, filed, was inaccurate in respect of certain figures and did not represent the Resolution actually passed.

421802



Solicitors to the Company.
COMPANIES
REGISTRATION

COMPANY LIMITED BY SHARES

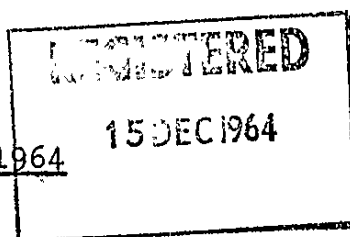
51

AMENDED
RESOLUTIONS

of

GRAINGER SMITH (PAPER) LIMITED

Passed the 30th day of September 1964



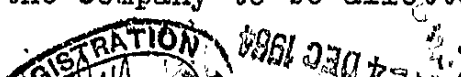
AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Welcopa House, 209, Clapham Road, London, S.W.9. on the 30th September 1964, the following Resolutions were duly passed as to that numbered 1 as an ORDINARY RESOLUTION and as to those numbered 2 and 3 as SPECIAL RESOLUTIONS :-

RESOLUTIONS

1. THAT the capital of the Company be and is hereby increased from £2,000 to £4,000 by the creation of an additional 2,000 shares of £1 each ranking pari passu in all respects with the existing shares in the Company.
2. THAT the Articles of Association of the Company be and are hereby amended by the addition of the following new Article to be numbered 15 :-

"15. The company in general meeting may upon the recommendation of the directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in fully unissued shares or debentures of the company to be allotted and

9



distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the directors shall give effect to such resolution :

Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares."

3. THAT, upon the recommendation of the Directors pursuant to Article 15 of the Company's Articles of Association, the sum of £3,000 (being part of the sum standing to the credit of the Company's Profit and Loss Account) be capitalised and that such sum be appropriated as capital to and amongst the persons on the Register of Members of the Company at the date hereof in the shares and proportions in which they would have been entitled thereto if the same had been distributed by way of dividend and that such sum be applied in paying up in full 3,000 shares in the capital of the Company on behalf of such Members and that such shares be appropriated amongst them in the proportion of 3 such new shares of £1 for each share of £1 held in satisfaction of their shares and interests in the said capitalised sum and that the Directors be and are hereby authorised to take all necessary steps to give effect to the provisions of this resolution.

Nigel D. Wells
Chairman.

THE COMPANIES ACTS 1948 TO 1976

**Notice of consolidation, division, conversion,
sub-division, redemption or cancellation of shares,
or re-conversion of stock into shares**Pursuant to section 62 of the Companies Act 1948
as amended by the Companies Act 1976Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

75

421802

Name of company

GRAINGER SMITH (PAPER)

Limited*

*Delete if
inappropriate

Notice of consolidation, division, sub-division, or conversion into stock or shares, specifying the shares so consolidated, divided, sub-divided, or converted into stock, or of the re-conversion into shares of stock, specifying the stock so re-converted, or of the redemption of redeemable preference shares or of the cancellation of shares (otherwise than in connection with a reduction of share capital under section 66 of the Companies Act 1948).

The above-named company hereby gives you notice, in accordance with section 62 of the Companies Act 1948 that:

the rights attaching to all the previously issued
Ordinary Shares of £1 in the capital of the company be
cancelled and each of the said shares be converted into
a 1% Non-Cumulative Preference Share of £1.

†Delete as
appropriate

Signed

[Director] [Secretary]† Date

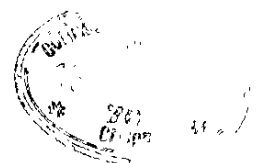
28 January 1981.

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

RUBINSTEIN CALLINGHAM,
5 & 6 RAYMOND BUILDINGS,
GRAY'S INN, LONDON, WC1R 5BZ.

For official use
General section

Post room



THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

421802/72

R E S O L U T I O N S

-of-

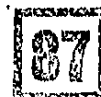
GRAINGER SMITH (PAPER) LIMITED

(passed 28th January 1981)

At an Extraordinary General Meeting of the above-named Company duly convened and held at 6 Raymond Buildings Gray's Inn London WC1 on the 28th January 1981 the following Resolutions were duly passed as to numbers 1 and 2 as Ordinary Resolutions and as to numbers 3 and 4 as Special Resolutions:-

RESOLUTIONS

1. That the authorised share capital of the Company be increased to £40040 by the creation of 4000 Ordinary Shares of 1p. each.
2. That upon the recommendation of the Directors it is desirable to capitalise the sum of £40 being part of the amount standing to the credit of the Company's Revenue Reserve and accordingly that such sum be set free for distribution amongst the holders of the shares of £1 each in the capital of the Company on the register of members at the close of business on 28th January 1981 as nearly as may



be in the proportions in which they held such shares respectively on such date on condition that the same be not paid in cash but be applied in paying up in full at par 4000 unissued Ordinary Shares of 1p. each in the capital of the Company to be allotted and distributed credited as fully paid up to and amongst the said holders of the shares of £1 each in the capital of the Company in the proportion aforesaid and that the Directors shall give effect to this Resolution

3. That on the allotment of the new Ordinary Shares pursuant to Resolution 2 the rights attaching to all the previously issued ordinary shares of £1 each in the capital of the Company be cancelled and each of the said shares be converted into a 1% Non-Cumulative Preference Share of £1 each

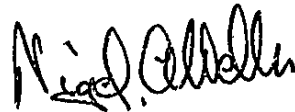
4. That the respective rights and privileges attached to the Preference shares of £1 each and the Ordinary Shares of 1p. each are as follows:-

(a) As regards income. The profits which the Company may determine to distribute in respect of any financial year or other accounting period shall be distributed by way of a fixed non-cumulative preferential dividend at the rate of 1% per annum on the capital for the time being paid up on the said preference shares and ordinary shares of 1p. each in proportion to the amounts paid up on the ordinary shares of 1p. each held by them respectively

(b) As regards capital. On a return of assets on liquidation or otherwise the assets of the Company

available for distribution amongst the members shall be applied first in paying to the holders of the preference shares of £1 each the amount paid up on such shares in priority to any payment of dividends or assets to the holders of any other class of shares in the capital of the Company and secondly the balance of such assets shall belong to and be distributed among the holders of the ordinary shares of 1p. each in proportion to the amounts paid up on the ordinary shares of 1p. each held by them respectively.

- (c) As regards voting. The holders of the preference shares of £1 each shall have the right to receive notice and to be present but no right to speak or to vote either in person or by proxy at any General Meeting by virtue of their holdings of such preference shares of £1 each.



CHAIRMAN

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

73

421802

Name of Company

GRAINGER SMITH (PAPER)

Limited*

*delete if
inappropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

†delete as
appropriate

[extraordinary] [special] resolution of the company dated 28 January 1981

the nominal capital of the company has been increased by the addition thereto of the sum of
£ 40 beyond the registered capital of £40000

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolutionA printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
4000	ORD	1p.

(If any of the new shares are preference shares state whether they are redeemable or not)
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 follows:

See Resolutions filed herewith.

Please tick here if
continued overleaf†delete as
appropriate

Signed

Cameron M. Miller

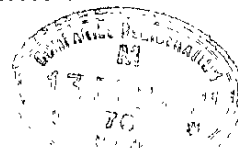
[Director] [Secretary] ‡ Date 28 January 1981

Presenter's name, address and
reference (if any):RUBINSTEIN CALLINGHAM,
5 & 6 RAYMOND BUILDINGS,
GRAY'S INN, LONDON, WC1R 5BZ.

A. J. H. / m. a. y

For official use
General section

Post room



THE COMPANIES ACTS 1948 TO 1976

A

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

Pursuant to section 3(1) of the Companies Act 1976

Please do not
write in this
binding margin

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

To the Registrar of Companies

For official use

Company number

76

421802

Name of company

GRAINGER SMITH (PAPER)

Limited*

*delete if
inappropriate

Note

Please read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 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

†delete as
appropriate

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 8 1

See note 4(c) and
complete if
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 3(6)(c) of the Companies Act 1976, the following statement should be completed:

‡delete as
appropriate

The company is a [subsidiary] [holding company]‡ of

, company number

the accounting reference date of which is

§delete as
appropriate

Signed

Cameron Miller

[Director] [Secretary] §Date 17.9.81

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

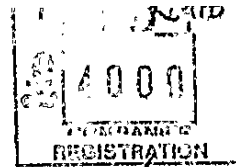
For official use
General section

Post room



Number of Company 421802 ✓ 82

THE COMPANIES ACTS 1948 to 1976



special resolution(s)

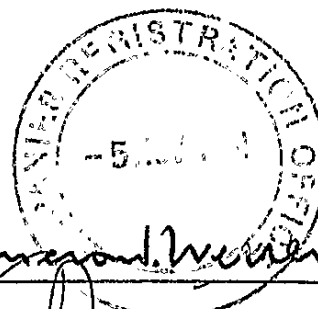
of GRAINGER SMITH (PAPER) Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at HORSHAM

on the 29th day of OCTOBER 1981

the following SPECIAL RESOLUTION(S) ^{XXX} was/were duly passed:-

It was resolved that with the consent of the Department of Trade, the Company name be changed to: GRAINGER SMITH LIMITED



Cameron, M. W. H.
[Signature]

Post To ↓



ICC House
81 City Road
London EC1Y 1BD
Telephone: 01-253 0063 Telex: 23678

Banc L40
262326

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

421802

83

I hereby certify that

GRAINGER SMITH (PAPER) LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

GRAINGER SMITH LIMITED

Given under my hand at Cardiff the

3RD DECEMBER 1981

A handwritten signature in dark ink, appearing to read 'R. Wilson', written over a horizontal line.

Assistant Registrar of Companies

Report of a Meeting Approving
Voluntary Arrangement

S4

Pursuant to Section 4 of the
Insolvency Act 1986

To the Registrar of Companies

For official use

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Company number

421802

Name of Company

Grainger Smith Limited

I of Alan Michael Thomas
Spectrum House
20-26 Cursitor Street
London EC4A 1HY

PR00 1483/1

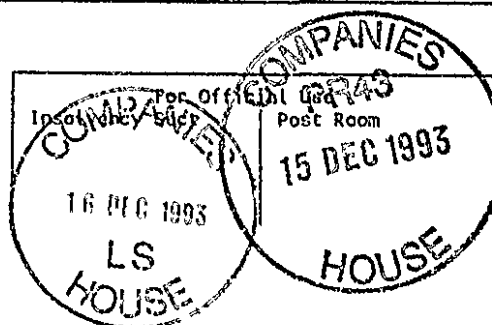
the chairman of a meeting held in pursuance of section 4 of the Insolvency Act 1986 on
Thursday 9th December 1993 enclose a copy of my report of the said meeting.

Signed

Alan Michael Thomas

Date 14 December 1993

pp
Alan Michael Thomas
Kidsons Impey
Spectrum House
20-26 Cursitor Street
London EC4A 1HY



IN THE EASTBOURNE COUNTY COURT
IN CORPORATE VOLUNTARY ARRANGEMENT

CASE NO: 31 1993

RE: GRAINGER SMITH LIMITED

IN THE MATTER OF THE INSOLVENCY ACT 1986

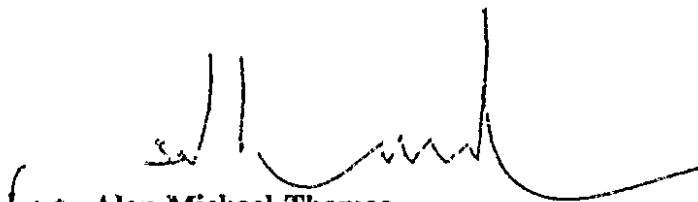
REPORT OF THE CHAIRMAN OF THE MEETING OF CREDITORS HELD ON 9TH DECEMBER 1993 PURSUANT TO THE PROVISIONS OF SECTION 4 OF THE INSOLVENCY ACT 1986.

- 1 A Meeting of Creditors was duly convened and held on 9th December 1993 at Spectrum House, 20-26 Cursitor Street, London EC4A 1HY.
2. Alan Michael Thomas acted as Chairman.
3. The Directors Proposals on behalf of the Company for a Corporate Voluntary Arrangement was approved by creditors.
4. The creditors listed below were present or represented, and their votes were cast as follows:

	ACCEPTANCE	REJECTION
Hargreaves Properties Limited	20,653.00	
Youngsley Packaging Limited	3,281.59	
Mark Foster	150,000.00	
M D Computer Services	773.76	
Kings Polythene	401.85	
J J Adam Limited	270.25	
H P C Gears Limited	163.03	
Guy Weller	30,000.00	
Fletchers Packaging	169.59	
Custom Foams Limited	2,846.67	
Bubble & Foam Limited	124,580.07	
British Rail	10,247.71	
Ace Car Hire	<u>3,522.66</u>	<u>—</u>
Total	<u>£346,910.18</u>	<u>NIL</u>

Those voting for the acceptance of the Proposals exceeded 75% of the total votes cast and, accordingly, the Proposals were accepted.

5. No other creditor was present or represented.
6. The Proposal that Alan Michael Thomas, the Nominee, and Stephen Patrick Jens Wadsted, be appointed Joint Supervisors of the Corporate Voluntary Arrangement was accepted.
7. Those creditors present or represented elected not to appoint a Creditors Committee.



for Alan Michael Thomas
Chairman

Date 13th December 1993

Rule 1.26 The Insolvency Act 1986

Voluntary Arrangement's
Supervisor's Abstract of
Receipts and Payments

Pursuant to Rule 1.26(2)(L) of the
Insolvency Act 1986

AL.26

For Official Use

To the Registrar of Companies

Company Number

421802

Name of Company

Grainger Smith Limited

I/We A M Thomas

S P J Wadsted

of Spectrum House
20-26 Cursitor Street
London EC4A 1HY

supervisor(s) of a voluntary arrangement approved on

9 December 1993

present overleaf my/our abstract of receipts and payments for
the period from

9 December 1993

to

8 December 1994

Number of continuation sheets attached

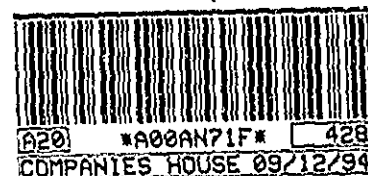
Signed

Date 8.12.94

Kidsons Impey
Spectrum House
20-26 Cursitor Street
London EC4A 1HY

Ref: G006/AAA/DS/CAS

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Insolvency Sect Post Room



Note

ABSTRACT

The receipts and payments must severally be added up at the foot of each sheet and the totals carried forward from one abstract to another without any intermediate balance so that the gross totals shall represent the total amounts received and paid by the receiver since he was appointed

*Delete as appropriate

RECEIPTS		£
Brought forward from previous Abstract (if any)		0.00
Contribution to CVA		22500.00
Carried forward to *continuation sheet/next Abstract		22500.00
PAYMENTS		£
Brought forward from previous Abstract (if any)		0.00
Office Holders Fees		5000.00
VAT Receivable		875.00
Carried forward to *continuation sheet/next Abstract		5875.00

*Delete as appropriate