

Number of
Company } 522120

[Form No. 41

THE COMPANIES ACT, 1948

Declaration of Compliance



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

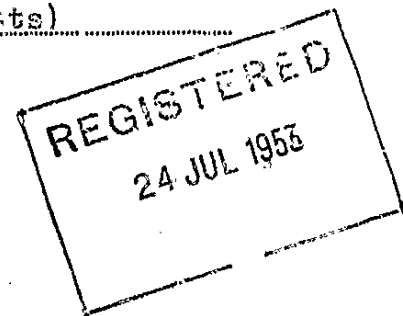
WITH THE

REQUIREMENTS OF THE COMPANIES ACT, 1948,

pursuant to Section 15, Sub-Section (2), of The Companies Act, 1948,
on behalf of a Company proposed to be registered as

.....
R. "R." in hat (Corbhernts)
.....

LIMITED



HC-E.0332

Telegrams: "CERTIFICATE, ESTRAND, LONDON."

Telephone No.: HOLBORN 0434 (6 lines).

JORDAN & SONS, LIMITED

Company Registration Agents, Printers, and Publishers

6 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

Printed by



I JOHN LEWIS MACADAM CROFTON

of St. Stephen's House Victoria Embankment in the City of

Westminster

*Here insert-
"a Solicitor
or the Su-
preme Court
(or in Scotland
"a Solicitor")
engaged in
the formation
of" or "a
person named
in the Article
of Association
as a
Director (or
Secretary)
of."
do solemnly and sincerely declare that I am* a Solicitor of the Supreme
Court engaged in the formation of

R. & M. MACLEOD & CO. (MERCHANTS)

LIMITED,

and that all the requirements of The Companies Act, 1948, 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.

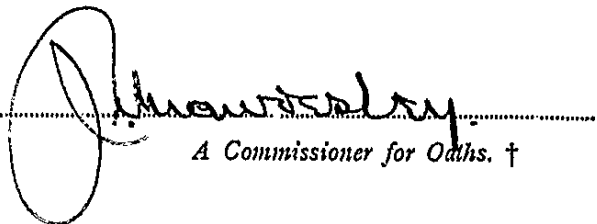
Declared at 24, Guelston Street

in the City of Westminster

the 14th day of JULY

One thousand nine hundred and fifty three

before me,


A Commissioner for Oaths. †

† or Notary Public or Justice of the Peace.

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

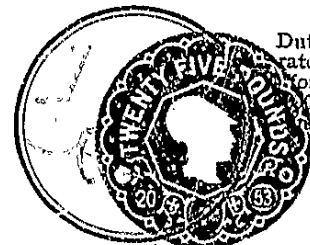
J. S. M. Macnamara

Number of } 522120 | 2
Certificate }

[Form No. 25

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

COMPANY LIMITED BY SHARES



Statement of the Nominal Capital

OF

A. H. Follinham (Merchants)

LIMITED

Pursuant to Section 112 of The Stamp Act, 1891; as amended by
Section 41 of The Finance Act, 1933

REGISTERED
24 JUL 1953

The Statement is to be lodged with the Memorandum of Association and
other Documents when the Registration of the Company is applied for

Telegrams: "CERTIFICATE, ESTPAND, LONDON,"

JIG-E90536

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

Presented by



THE NOMINAL CAPITAL

OF

L. & R. Falkingham (Merchants)

LIMITED,

is Five Thousand Pounds,

divided into Five Thousand Shares

of One Pound each.

Signature

R. Falkingham

Description

Director and Secretary.

Dated the Tenth day

of July 19 53.

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

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



The Companies Act, 1948



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

R. & R. FALKINGHAM (MERCHANTS) LIMITED

REGISTERED

24 JUL 1953

1. The Name of the Company is "R. & R. FALKINGHAM (MERCHANTS) LIMITED."

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

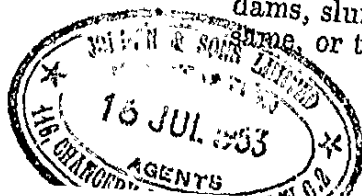
3. The Objects for which the Company is established are:—

(A) To carry on all or any of the businesses of Wholesale and Retail Distributors of Animal Feeding Stuffs, Buyers of Wheat, Barley and Dredge Corn for the Ministry of Food, Dealers in Seed Corn and Grass Seeds, Coal and Coke Merchants, Wholesale Potato Merchants, Buying Agents for the Ministry of Food Potato Division, Lime Distributors, Buying Agents for the Ministry of Food Linseed Division, Fertilizer Agents and Distributors, Binder Twine Dealers, Provender Millers and Hay and Straw Dealers.

(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 objects, 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, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

(D) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in



17 JUL 1953

doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.

- (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), includ-

ing 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 apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (M) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, 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, company, firm, 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.
- (N) 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.
- (O) 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.
- (P) 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.
- (Q) 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.

- (r) 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 employes, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependents.
- (s) 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.
- (t) 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.
- (u) 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.
- (v) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (w) 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 Five Thousand Pounds divided into Five 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>Ralph Falkingham,</i> <i>Horton House</i> <i>Hemingbrough, Selby.</i> <i>Farmer</i>	<i>One</i>
<i>Robert Henry Falkingham</i> <i>Cassle farm</i> <i>Wressle</i> <i>Selby</i> <i>Farmer</i>	<i>ONE</i>

Dated the 10th day of *July*, 1953.

Witness to the above Signatures—

Fredrick Watson Shand
The Vicarage
Barnby-on-the-Marsh
Howden
Goole
Accountants Clerk



522120/4

The Companies Act, 1948

REGISTERED
24 JUL 1953

COMPANY LIMITED BY SHARES

Articles of Association

OF

R. & R. FALKINGHAM (MERCHANTS) LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (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, Clauses 24, 53, 75 and 77 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 4, 5 and 6 (but not Clauses 1 and 3) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES

3. The original Share Capital of the Company is Five Thousand Pounds divided into Five Thousand Shares of One Pound each.

4. 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.

5. The lien conferred by Clause 11 in Part I 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.

TRANSFER OF SHARES

6. (a) Shares may be transferred by a Member, or other person entitled to transfer, to any other Member; but no Shares shall be transferred to a person who is not a Member so long as any Member may be willing to purchase such Shares at a fair value to be ascertained in accordance with Sub-Article (b) hereof.

(b) Except where the transfer is made pursuant to Sub-Article (a) hereof, any Member who desires to sell or transfer his Shares, or any of them, shall notify his

desire to the Directors by sending them a notice in writing (hereinafter called "a transfer notice") to the effect that he desires to sell or transfer such Shares. The transfer notice shall specify the number of Shares for sale or transfer, and the sum estimated by the selling Member to be the value of each of such Shares. The receipt by the Directors of the transfer notice shall constitute an authority to them to offer the Shares for sale at a fair value ascertained as follows, viz.: The sum so estimated by the selling Member shall, if approved by the Directors, be the fair value, but in the absence of such approval, in order to prevent disputes arising, the fair value shall be the Auditor's valuation of the current worth of the Shares to be made by him in writing at the request of the Directors.

- (c) When the fair value of the said Shares has been fixed under the provisions of Sub-Article (b) hereof, the Directors shall cause a notice to be sent to the selling Member informing him of the current value of his Shares, and shall also cause a notice to be sent to every other Member of the Company stating the number of Shares for sale and the fair value of such Shares, and shall therein invite each of such Members to give notice in writing within fourteen days whether he is willing to purchase any, and if so what maximum number of such Shares. At the expiration of such fourteen days the Directors shall allocate such Shares to or among the Member or Members who shall have given notice to purchase the same, and (if more than one) as far as may be *pro rata* according to the number of Shares held by them respectively; provided that no Member shall be obliged to take more than the maximum number of such Shares which he has expressed his willingness to take in his answer to the said notice. If the number of Members who have given notice to purchase any of such Shares exceeds the number of Shares to be sold, the Directors shall not allocate more than one of such Shares to any one Member, and shall select as purchasers Members having larger holdings of Shares in the Company in preference to Members having smaller holdings. The Directors shall then inform the selling Member of the names and addresses of the Members who desire to purchase his Shares, and of the number of Shares required by each, and such selling Member shall complete and execute a transfer or transfers to the said purchasing Member or Members, and shall deliver up the transfer or transfers and relative Certificates to the purchasing Member or Members in exchange for the purchase money. When there are two or more purchasing Members, the selling Member shall deliver his Share Certificates and Transfers to the Company and the Secretary shall retain the Share Certificates and shall certify on the Transfers that the relative Share Certificates for the selling Members' Shares have been duly lodged in the Registered Office of the Company.

- (d) For the purpose of giving effect to any sale pursuant to the foregoing provisions the Directors may authorise

some person to execute a transfer of the Shares so sold to the purchaser thereof.

(e) If the Directors shall be unable within one calendar month after receipt of the transfer notice to find a purchaser for all or any of the Shares among the Members of the Company, the selling Member may sell such Shares as remain unsold to any person, though not a Member of the Company, and at any price, but subject to the right of the Directors (without assigning any reason) to refuse registration of the transfer when the proposed transferee is a person of whom they do not approve, or where the Shares comprised in the transfer are Shares on which the Company has a lien.

(f) A transfer notice given under this Article shall not be revocable except with the consent of the Directors in writing.

GENERAL MEETINGS

7. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

8. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."

VOTES OF MEMBERS

9. If at any General Meeting a poll is duly demanded on a resolution to remove a Permanent Director from office, such Permanent Director shall on the poll being taken be entitled to ten votes for each Share of which he is the holder; and Clause 62 in Part I of Table A shall be modified accordingly. Any motion for the removal of two or more Permanent Directors from office shall be submitted to the Meeting as a separate resolution in respect of each of such Directors.

~~DIRECTORS~~

10. 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.

11. The following persons shall be the first Directors of the Company: RALPH FALKINGHAM and ROBERT HENRY FALKINGHAM. They shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

12. The qualification of every Director shall be the holding of Shares of the Company to the nominal value of not less than Ten Pounds. A Director may act before acquiring his qualification but he shall acquire his qualification within two calendar months of being appointed a Director.

13. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

14. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

WINDING UP

15. 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 first be applied in repaying to the Members the amounts paid or credited as paid 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Ralph Falkingham
Horton House
Hemingbrough, Selby
Farmer

Robert Henry Falkingham
Cassle Farm
Wessels
Farmer Selby

Dated the 10th day of July, 1953.

Witness to the above Signatures—

Fredrick Watson Sheard
The Vicarage
Barby, a. d. - Mans
Howden
Gosch.

Accountants Clerk

DUPLICATE FOR THE FILE

No. 522120



Certificate of Incorporation

I Hereby Certify, That

R. & R. FALKINGHAM (MERCHANTS) LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this **Twenty-fourth** day of **July** One Thousand Nine Hundred and Fifty **-three-**

L. R. Cane
Registrar of Companies

Certificate
received by }

Date

Number of } 522120
Company }

[Form No. 103.]

THE COMPANIES ACT, 1948

Notice

of

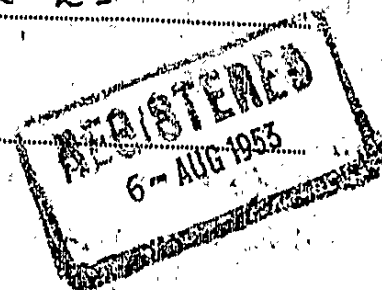
Place where the Register of Members is kept, and of any change in that place

Pursuant to Section 110 Subsection (3) of The Companies Act, 1948

NAME OF COMPANY

R. R. Falckingham Ltd

LIMITED



Telegrams: "CERTIFICATE, ESTRAND, LONDON."

Telephone Number: Holborn 0434 (6 Lines).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

Presented by



Notice

of

Place where the Register of Members is kept,
and of any change in that place
of

R R Falkingham (Merchants)
LIMITED

To the Registrar of Companies

R R Falkingham (Merchants) **LIMITED**

hereby gives you Notice, in accordance with Subsection (3) of Section 110 of The Companies Act, 1948, that the Register of Members of the Company is kept at

NOTE.
The Number or Name (if any) of the Premises together with the street or road, town and county should be given, together with the name or style of the Firm or Company having custody (if appropriate).

Leaside Chambers

Goole

c/o G.W. Townsend & Co

Signature R. Falkingham

Officer Secretary
(State whether Director or Secretary.)

Dated the 31st day
of July 1953.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

(COPY)

Special Resolution

(Pursuant to The Companies Act, 1948, Section 141 [and any other Section of the Act under which the Special Resolution is passed*])

OF

R. and R. FALKINGHAM (MERCHANTS)

LIMITED

Passed the 7th day of July, 1956.

REGISTERED

19 JUL 1956

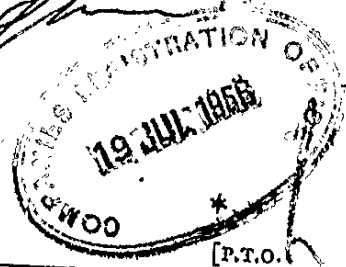
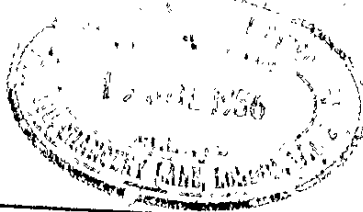
At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Carlisle Chambers, Goole.

in the County of York, on the 7th day of July, 1956,
the following SPECIAL RESOLUTION(S) was duly passed:—

[Here set out the exact words of the Special Resolution or Resolutions as passed.]

That Article 12 of the Company's Articles of Association be deleted, so that it is no longer necessary for a Director of the Company to hold any shares in the Company, to be qualified to act as a Director.

Chairman.



* Where this Form is returned to JORDAN & SONS, LIMITED, to be printed, they will fill in the correct references to the Sections under which the Special Resolution was passed.
† Here insert the full address of the place where the Meeting was held at which the Resolution was passed.

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

NAME OF
COMPANY

Rand R. Falkingham (Merchants)

LIMITED.

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

Cat. No. C.F. 10.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

S1834 (A)

Presented by

G. W. Vowward - Co

Carlisle Chambers

Goole.

N. Humberide

LK

Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

R I R FAKKINGHAM (MERCHANTS) LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948,
that by (a) ORDINARY Resolution of the Company dated the
16TH day of OCTOBER 1944, the nominal Capital
of the Company has been increased by the addition thereto of the sum of
£ 19000 beyond the registered Capital of £ 5000

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
<u>19,000</u>	<u>ORDINARY.</u>	<u>ONE POUND.</u>

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 EQUALLY IN ALL RESPECTS. WITH THE 5000 EXISTING
SHARES OF £1 EACH IN THE COMPANY

.....of the new Shares are Preference Shares, and are (b) [not]
redeemable.

(Signature) C. A. S. Runt

(State whether Director, or Secretary) Director / Secretary

Dated the 2nd day of OCTOBER 1944

229 (a) "Ordinary," "Extraordinary" or "Special"
(b) Delete as appropriate.

317
No. of Company 522120

140
The Companies Act, 1948

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

(Pursuant to The Companies Act, 1948, Section 61)

OF

RI & R FALKINGHAM (MERCHANTS) LIMITED

PASSED the 16th Day of October 1974

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at Carlisle Chambers, Goole in the County of North Humberside on the 16th day of October 1974, the following ORDINARY RESOLUTION was duly passed:-

That the Share Capital of the Company be increased from £5000 to £24,000 by the creation of 19,000 new Shares of £1 each, ranking equally in all respects with the 5000 existing Shares of £1 each in the Capital of the Company.

RALPH FALKINGHAM

Chairman.



59

R. Falkingham