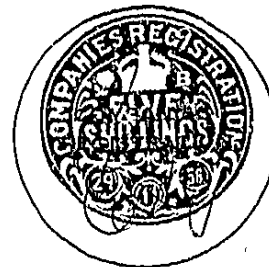


No. OF COMPANY.....

575515/1

[C.F. 41]

THE COMPANIES ACT, 1948.



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

Declaration of Compliance with the requirements of the Companies Act, 1948, on application for Registration of a Company

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)

REGISTERED

1 2 DEC 1956

NAME OF

COMPANY.....ALNWICK FARMERS LIVESTOCK AUCTION COMPANY.....

LIMITED.

CAT. No. C.F. 41.

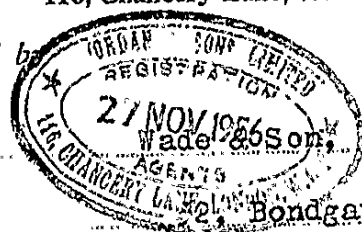
C511 JS164(U) L

JORDAN & SONS,
LIMITED

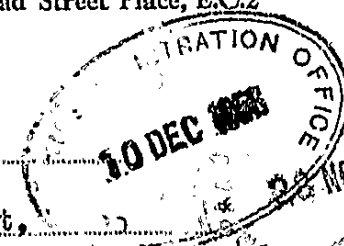
Company Registration Agents, Printers and Publishers

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

Presented by



Bondgate Without.



21.12.57

I, William Newton Wade
of 32, Bondgate Without, Alnwick in the County of
Northumberland

DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] ~~expressly named in the Articles of Association as a~~
~~Director/Secretary~~

of Alnwick Farmers Livestock Auction Company

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 Alnwick in the County of
Northumberland

the 23rd day of November

One thousand nine hundred and fifty six

before me,



A Commissioner for Oaths (b)

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

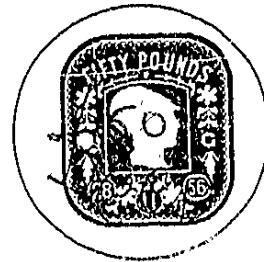
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No. OF COMPANY

575515

[C.A. 25]

COMPANY LIMITED BY SHARES.

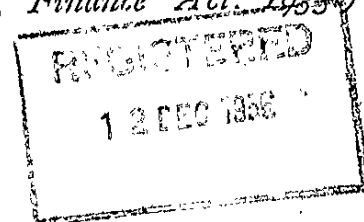


Inland
Revenue
Duty Stamp
to be
impressed
here.

Statement of the Nominal Capital

made pursuant to Sec. 112, Stamp Act, 1891.

(NOTE.— The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100 — Sec. 41, Finance Act, 1933.)



NAME OF

COMPANY ALNWICK FARMERS LIVESTOCK AUCTION COMPANY

LIMITED.

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

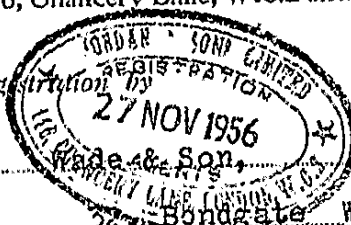
CAT. No. C.A.25.

P132 JS 156(H) (L)

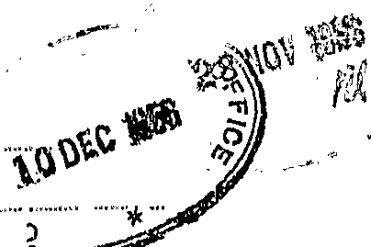
JORDAN & SONS,
LIMITED

Company Registration Agents, Printers & Publishers,
116, Chancery Lane, W.C.2 and 13, Broad Street Place, E.C.2.

Presented for registration by



Bondgate Without.



The Nominal Capital

of **ALNWICK FARMERS LIVESTOCK AUCTION COMPANY**

LIMITED

is £10,000, divided into 10,000 shares of £1.0.0.

each.

Signature

[illegible]

Date 22nd November 1956.

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



575515

PUBLIC

The Companies Act, 1948.



COMPANY LIMITED BY SHARES



Memorandum of Association

OF

Alnwick Farmers Livestock Auction
Company Limited

REGISTERED

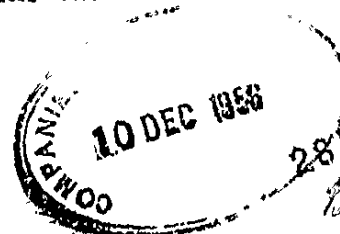
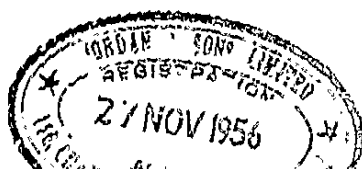
12 DEC 1956

1. The Name of the Company is "ALNWICK FARMERS LIVESTOCK AUCTION COMPANY 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 the businesses of Auctioneers, House Agents, Land and Estate Agents, Appraisers, Valuers, Brokers, Commission Agents, Surveyors and General Agents and to purchase or otherwise acquire or hold and to sell, let, or otherwise dispose of and deal in, real and personal property of every description; and to carry on the businesses of Auctioneers, Appraisers, Valuers, Buyers, Keepers, Breeders, Brokers, Commission Agents, General Agents and Commission Salesmen of and Dealers in Cattle, Horses, Sheep, Pigs, Poultry and all kinds of Live and Dead Stock and Manufacturers, Merchants, Hirers, and Letters on Hire of and Dealers in Agricultural and Dairy Implements, Machinery, and Utensils of all kinds, Stud Farm Proprietors, Promoters of Exhibitions, Shows and Fairs for Cattle and other Live Stock, Contractors for Tractor Work, Ploughing, and all other operations connected with the cultivation of the soil, Carriers, Haulage and Cartage Contractors, Garage Proprietors, Builders and Contractors, Builders' Merchants, and Coal, Coke and Timber Merchants; and of Breeders of and Dealers in Pedigree Cattle, Pigs, Sheep, Horses, Poultry and other Live Stock; to carry on the business of Farming in all its branches, and in connection therewith, to acquire and deal in farm or other land and premises to act as farm managers, and as experts, consultants and advisers in every branch of farming or agricultural enterprise; to carry on all or any of the businesses of General Farmers, Dairy Farmers, Poultry Farmers, Graziers, Millers and Corn Merchants,



28 NOV 1955

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19470

Producers, Raisers and Growers of and Dealers in Farm, Garden and Orchard Produce of all kinds, Market Gardeners, Dairymen, Nurserymen, Seedsmen, Florists and Dealers in Horticultural and Agricultural Sundries and Requisites, Manufacturers and Merchants of, Agents for and Dealers in Chemical and other Manures, Manurial Products, and Fertilisers, Butchers and Meat Purveyors; and to buy, sell, manufacture, repair, alter, hire, let on hire, export, import, and deal in plant, machinery, appliances, apparatus, utensils, materials, produce, articles and things of every description capable of being used in connection with the foregoing businesses, or any of them, or likely to be required by any of the customers of or persons having dealings with the Company.

- (b) To take pupils and clerks into articles of apprenticeship and generally to provide and give instruction and training in every aspect of the business of an Auctioneer and Valuer, and in Farm Management and to conduct and carry on Auctioneering, Valuation, Agricultural and other Schools for the study of Farming Stock Breeding and Rearing, Soil Cultivation, Husbandry and Agriculture and Horticulture in all their respective branches.
- (c) To carry on any other business 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.
- (d) 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, 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.
- (e) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, 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 doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (f) 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.

- (g) 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.
- (h) 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.
- (i) 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.
- (j) 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.
- (k) 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.
- (l) 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.
- (m) 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.

- (n) 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.
- (o) 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.
- (p) 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.
- (q) 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.
- (r) 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.
- (s) 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 employees, 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.

- (t) 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.
- (u) 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.
- (v) 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.
- (w) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or place.
- (x) 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 ^{TEN} ~~Six~~ Thousand Pounds, divided into ~~Six~~ ^{TEN} Thousand Shares of One Pound each.

It is certified that the alterations throughout the Memorandum and Articles of Association have been made with the knowledge and consent of the Subscribers.

J.P. JORDAN & SONS, LIMITED.

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>William John</i> North Field, Warkworth, Northumberland, Farmer.	(20) Twenty.
<i>James Brewis</i> Longdyke, Shilbottle, Alnwick, Northumberland, Farmer.	(20) Twenty.
<i>John Hall</i> The Look Out, Lesbury, Alnwick, Northumberland, Farmer.	(20) Twenty.
<i>Robert Robert</i> <i>Richard Charles Roland</i> Little Croft, Alnmouth, Northumberland, Butcher.	(20) Twenty.
<i>Robert Ord. Manney</i> North Farm, Embleton, Alnwick, Northumberland, Farmer.	(20) Twenty.
<i>Nicholas Edward Brown</i> Lee Moor, Longhoughton, Alnwick, Northumberland, Farmer.	(20) Twenty.
<i>Norman Lulip</i> North Farm, Rennington, Alnwick, Northumberland, Farmer.	(20) Twenty.

Dated the 22nd day of November, 1956.

Witness to the above Signatures:—

William John
James Brewis
John Hall

575515 *A*

The Companies Act, 1948.



COMPANY LIMITED BY SHARES

Articles of Association

OF

**Alnwick Farmers Livestock Auction
Company Limited**

PRELIMINARY.

1. The regulations contained in 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, neither Clauses 24, ~~25~~ and 77 in Part I of Table A nor the Clauses in Part II of Table A shall apply to the Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

SHARE CAPITAL AND SHARES.

2. The original Share Capital of the Company is ^{TEN} ~~Six~~ Thousand Pounds divided into ^{TEN} ~~Six~~ Thousand Shares of One Pound each.

3. Subject to the provisions referred to in Articles 4, 5, 6 and 7 hereof 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.

4. No Share shall be allotted or transferred otherwise than to:

- (i) a person or company carrying on business as a Farmer or Butcher or any allied business: or
- (ii) a person who is a director of a limited company which is carrying on any such business: or
- (iii) a person who is a partner of a firm carrying on any such business.

A person or company to whom a Share may be allotted or transferred pursuant to this Article is hereinafter referred to as "a person qualified for Membership of the Company".

5. The Directors may, at any time in their absolute and uncontrolled discretion and without assigning any reason therefor decline to register any transfer of Shares, and shall so refuse if the registration of the transfer would involve a contravention of the last preceding Article hereof.

6. If any Member shall cease to be a person qualified for Membership of the Company or if any person who is not qualified for Membership of the Company shall become entitled to any Share by reason of the death, bankruptcy or liquidation of a Member, the Directors may, if they think desirable, call upon such Member, or other person or (in the event of the death, bankruptcy or liquidation of a Member) the legal personal representative, trustee in bankruptcy or liquidator, as the case may be, to sell or transfer to any person so qualified for Membership of the Company any Share or Shares standing in the name of such Member or former Member.

7. If any such call as is referred to in the last preceding Article hereof is not complied with within twenty-eight days from the same being made, or within such longer period as the Directors may permit, the Directors may, if they think desirable, call upon and compel such Member or other person or such legal personal representative, trustee in bankruptcy or liquidator transfer to such person as may be nominated by the Directors any Share or Shares standing in the name of such Member or former Member at the fair value thereof as certified by the Auditor for the time being of the Company, and if such Member, representative, trustee, or liquidator shall fail to make such transfer within a period of 14 days after being requested so to do, the Company may, at the expiration of such period, receive the purchase money on behalf of the person entitled thereto and may authorise some person to execute a transfer of the Shares in favour of the purchaser. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, and after his name has been entered in the Register of Members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

8. 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.

GENERAL MEETINGS.

9. 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.

DIRECTORS.

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

11. The shareholding qualification of every Director may be fixed by the Company in General Meeting, and, until so fixed, a Director may act and no qualification shall be required.

12. No person shall be incapable of being appointed a Director by reason of his having attained the age of seventy years or any other age, nor shall any Director vacate his office by reason of his attaining or having attained the age of seventy years or any other age; and the provisions of Sub-Sections (1) to (6) inclusive of Section 185 of The Companies Act, 1948, shall be excluded from applying to the Company.

WINDING UP.

13. 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.

It is certified that the alterations throughout the Memorandum and Articles of Association have been made with the knowledge and consent of the Subscribers.

p.p. JORDAN & SONS, LIMITED.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

William Johnston

North Field,
Warkworth,
Northumberland, Farmer.

James Brown

Longdyke,
Shilbottle,
Alnwick,
Northumberland, Farmer.

John Hall

The Look Out,
Lesbury,
Alnwick,
Northumberland, Farmer.

Richard Charles Roland

Little Croft,
Alnmouth,
Northumberland, Butcher.

Robert O. d. Manning

North Farm,
Embleton,
Alnwick,
Northumberland, Farmer.

Nicholas Edward Brown

Lee Moor,
Longhoughton,
Alnwick,
Northumberland, Farmer.

Norman Lulip

North Farm,
Rennington,
Alnwick,
Northumberland, Farmer.

Dated the 22nd day of November, 1956.

Witness to the above Signatures:—

William A. B. S.

John A. S.

Thomas A. S.

DUPLICATE FOR THE FILE

No. 575515



Certificate of Incorporation

I Hereby Certify That

ALNWICK FARMERS LIVESTOCK AUCTION COMPANY LIMITED

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

Given under my hand at London this Twelfth day of
December One Thousand Nine Hundred and Fifty Six.

L. B. [Signature]
Registrar of Companies

Certificate
received by }



Date

Number of } 575515
Company }

Form No. 44A.

THE COMPANIES ACT, 1948

Declaration



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

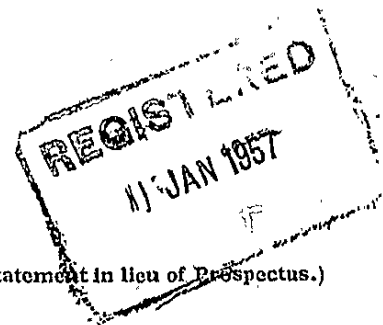
MADE ON BEHALF OF

ALNWICK FARMERS LIVESTOCK AUCTION COMPANY

LIMITED

that the Provisions of Section 109, Sub-Section (2) (b), of The Companies Act, 1948, have been complied with.

Pursuant to Section 109 (2) (c).



(To be used by a Company which has delivered to the Registrar of Companies a Statement in lieu of Prospectus.)

96424-48

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE NO.: HOLBORN 0434 (6 LINES).

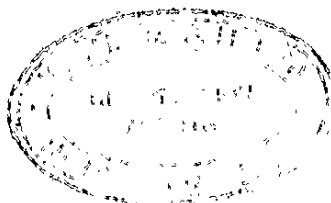
JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 CHANCERY LANE, LONDON, W.C.2,

and 13 BROAD STREET PLACE, E.C.2.

Presented by



2 JAN 1957

11 JAN 1957

315

Declaration that the provisions of Section 109 (2) (b) have been complied with.

Alnwick Farmers Livestock Auction Company Limited.

I Cecil Hunter Turnbull

of 50, Bondgate Without, Alnwick, Northumberland

* Insert "the Secretary" or "a Director."

being* Secretary

of Alnwick Farmers Livestock Auction Company Limited,

do solemnly and sincerely declare—

† Delete words not applicable.

~~That~~ every Director of the Company has paid to the Company on each of the Shares taken or contracted to be taken by him and for which he is liable to pay in cash, a proportion equal to the proportion payable on application and allotment on the Shares payable in cash, ~~except the following Directors namely:~~

~~who have not taken or contracted to take any Shares for which he is liable to pay in cash.~~

†~~That~~ no Director of the Company has taken or contracted to take any Shares for which he is liable to pay in cash.

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 Alnwick in the
County of Northumberland

the 28th day of December

One thousand nine hundred and fifty
six

before me,

[Signature]

A Commissioner for Oaths.†

Cecil H. Turnbull

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

DUPLICATE FOR THE FILE.

No. 575515



Certificate under Section 109 (3) of the Companies Act, 1948, that a
Company is entitled to commence business.

I Hereby Certify, That

ALNWICK FARMERS LIVESTOCK AUCTION COMPANY LIMITED

having complied with the conditions of Section 109 (2) of the Companies Act,
1948, is entitled to commence business.

Given under my hand at London this **Fourteenth** day of
January One Thousand Nine Hundred and **Fifty seven**.

Certificate received by



Date

[Signature]
ASSISTANT Registrar of Companies.

DEED

575515/44

THE COMPANIES ACTS 1948 to 1976

COPY SPECIAL RESOLUTION

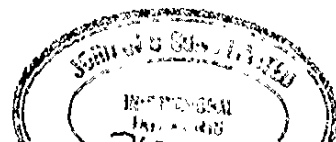
RESOLUTION passed at the Annual General Meeting of the Alister Warrington
Livestock Auction Company Limited held at the Penfield Restaurant, Seabrook,
Northumberland on 29th March 1977.

THAT the capital of the Company be increased to £30,000 by the creation of
20,000 shares of £1.00 each to run pari passu with the current authorised
and issued capital of the Company.

I certify that this is a true copy of the resolution passed at the above
mentioned Annual General Meeting of the Company on the 29th March 1977.

Norman Lulif..... Chairman

Dated this 29th day of March 1977



No of Company

575515 / 45

THE COMPANIES ACT 1948

NOTICE OF INCREASE IN THE NOMINAL CAPITAL

Pursuant to Section 63



Name of Company ALNWICK FARMERS' LIVESTOCK AUCTION COMPANY LIMITED
Presented by - Wade and Percy 32 Bondgate Without Alnwick,
Northumberland

To the Registrar of Companies

ALNWICK FARMERS' LIVESTOCK AUCTION COMPANY LIMITED hereby gives you notice pursuant to section 63 of the Companies Act 1948, that by a special resolution of the Company dated 29th day of March 1977 the nominal capital of the company has been increased by the addition thereto of the sum of £20,000 beyond the registered capital of £10,000.

The additional capital is divided as follows:-

Number of shares	Claim of shares	Nominal amount of each share
20,000	ordinary	£1.00

The conditions subject to which the new shares have been or are to be issued are as follows - pari passu with the current authorised and issued share capital of the Company.

Secretary of the Company,

Wade and Percy

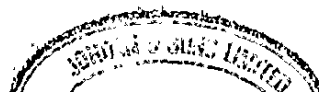
Dated the

7th

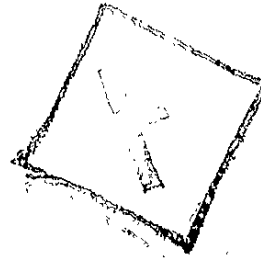
day of

April

1977.



No. of Company 575515
The Companies Acts 1948 to 1976
COMPANY LIMITED BY SHARES



Memorandum and Articles of Association of

ALNWICK FARMERS LIVESTOCK AUCTION COMPANY LIMITED

(Incorporated the 12th day of December, 1956)

Solicitors:
Wade & Percy,
Alnwick,
Northumberland.

Jordan & Sons Limited
Legal and Information Services, Printers and Publishers
Jordan House 47 Brunswick Place London N1 6EE
Telephone 01-253 3030 Telex 261010

THE COMPANIES ACTS 1948 to 1976

Norman Lulip DIRECTOR.

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

ALNWICK FARMERS LIVESTOCK AUCTION COMPANY LIMITED

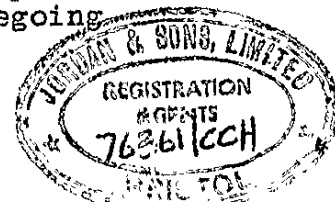
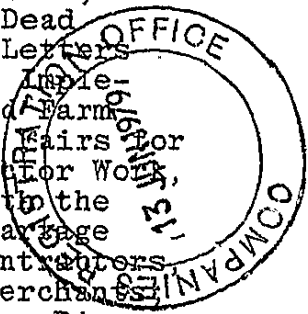
1. The Name of the Company is "ALNWICK FARMERS LIVESTOCK AUCTION COMPANY LIMITED."

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

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

unchanged

(a) To carry on the businesses of Auctioneers, House Agents, Land and Estate Agents, Appraisers, Valuers, Brokers, Commission Agents, Surveyors and General Agents and to purchase or otherwise acquire or hold and to sell, let, or otherwise dispose of and deal in real and personal property of every description; and to carry on the businesses of Auctioneers, Appraisers, Valuers, Buyers, Keepers, Breeders, Brokers, Commission Agents, General Agents and Commission Salesmen of and Dealers in Cattle, Horses, Sheep, Pigs, Poultry and all kinds of Live and Dead Stock and Manufacturers, Merchants, Hirers, and Letters on Hire of and Dealers in Agricultural and Dairy Implements, Machinery, and Utensils of all kinds, Stud Farm Proprietors, Promoters of Exhibitions, Shows and Fairs for Cattle and other Live Stock, Contractors for Traction Work, Ploughing, and all other operations connected with the cultivation of the soil, Carriers, Haulage and Cartage Contractors, Garage Proprietors, Builders and Contractors, Builders' Merchants, and Coal, Coke and Timber Merchants, and of Breeders of and Dealers in Pedigree Cattle, Pigs, Sheep, Horses, Poultry and other Live Stock; to carry on the business of Farming in all its branches, and in connection therewith, to acquire and deal in farm or other land and premises to act as farm managers, and as experts, consultants and advisers in every branch of farming or agricultural enterprise; to carry on all or any of the businesses of General Farmers, Dairy Farmers, Poultry Farmers, Graziers, Millers and Corn Merchants, Producers, Raisers and Growers of and Dealers in Farm, Garden and Orchard Produce of all kinds, Market Gardeners, Dairy-men, Nurserymen, Seedsmen, Florists and Dealers in Horticultural and Agricultural Sundries and Requisites, Manufacturers and Merchants of, Agents for and Dealers in Chemical and other Manures, Manurial Products, and Fertilisers, Butchers and Meat Purveyors; and to buy, sell, manufacture, repair, alter, hire, let on hire, export, import, and deal in plant, machinery, appliances, apparatus, utensils, materials, produce, articles and things of every description capable of being used in connection with the foregoing



businesses, or any of them, or likely to be required by any of the customers of or persons having dealings with the Company.

(b) To take pupils and clerks into articles of apprenticeship and generally to provide and give instruction and training in every aspect of the business of an Auctioneer and Valuer, and in Farm Management and to conduct and carry on Auctioneering, Valuation, Agricultural and other Schools for the study of Farming Stock Breeding and Rearing, Soil Cultivation, Husbandry and Agriculture and Horticulture in all their respective branches.

(c) To carry on any other business 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.

(d) 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, 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.

(e) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, 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 doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing..

(f) 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.

(g) 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.

(h) 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.

(i) 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.

(j) 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.

(k) 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.

(l) 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.

(m) 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.

(n) 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.

(o) 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.

(p) 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.

(q) 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.

(r) 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.

(s) 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 employees, 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.

(t) 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.

(u) 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.

(v) 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.

(w) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or place.

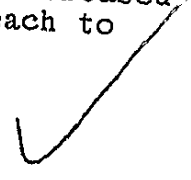
(x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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 Thirty Thousand Pounds, divided into Thirty Thousand Shares of One Pound each.

* By Special Resolution passed on the 29th day of March, 1977 the Share Capital of the Company has been increased from £10,000 divided into 10,000 shares of £1 each to £30,000 divided into 30,000 shares of £1 each.



GENERAL MEETINGS

9. 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.

DIRECTORS

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

11. The shareholding qualification of every Director may be fixed by the Company in General Meeting, and, until so fixed, a Director may act and no qualification shall be required.

12. No person shall be incapable of being appointed a Director by reason of his having attained the age of seventy years or any other age, nor shall any Director vacate his office by reason of his attaining or having attained the age of seventy years or any other age; and the provisions of Sub-Sections (1) to (6) inclusive of Section 185 of The Companies Act, 1948, shall be excluded from applying to the Company.

WINDING UP

13. 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.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

Norman Sulip
DIRECTOR.

ARTICLES OF ASSOCIATION OF

ALNWICK FARMERS LIVESTOCK AUCTION COMPANY LIMITED

(As altered by Special Resolution passed on the 30th day of April, 1979)..

PRELIMINARY

Shel Public

1. The regulations contained in 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, neither Clauses 24, and 77 in Part I of Table A nor the Clauses in Part II of Table A shall apply to the Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

SHARE CAPITAL AND SHARES

2. *The original Share Capital of the Company is Ten Thousand pounds divided into Ten Thousand Shares of One Pound each.

3. Subject to the provisions referred to in Articles 4, 5, 6 and 7 hereof 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.

4. (a) No share shall be allotted or transferred otherwise than to:

(i) a person or Company carrying on business as a Farmer or Butcher or any allied business or

(ii) a person who is a director of a limited Company which is carrying on any such business or

(iii) a person who is a partner of a firm carrying on any such business.

(b) A person qualified for membership of the Company (as hereinafter defined) shall not be registered as a holder of more than six hundred shares of the Company.

A person or Company to whom a share may be allotted or transferred pursuant to this article is hereinafter referred to as a person qualified for membership of the Company.

*The Share Capital of the Company has been increased to £30,000 divided into 30,000 shares of £1 each by Special Resolution passed on the 29th day of March, 1977.

5. The Directors may, at any time in their absolute and uncontrolled discretion and without assigning any reason therefor decline to register any transfer of Shares, and shall so refuse if the registration of the transfer would involve a contravention of the last preceding Article hereof.

6. If any Member shall cease to be a person qualified for Membership of the Company or if any person who is not qualified for Membership of the Company shall become entitled to any Share by reason of the death, bankruptcy or liquidation of a Member, the Directors may, if they think desirable, call upon such Member, or other person or (in the event of the death, bankruptcy or liquidation of a Member) the legal personal representative, trustee in bankruptcy or liquidator, as the case may be, to sell or transfer to any person so qualified for Membership of the Company any Share or Shares standing in the name of such Member or former Member.

7. If any such call as is referred to in the last preceding Article hereof is not complied with within twenty-eight days from the same being made, or within such longer period as the Directors may permit, the Directors may, if they think desirable, call upon and compel such Member or other person or such legal personal representative, trustee in bankruptcy or liquidator transfer to such person as may be nominated by the Directors any Share or Shares standing in the name of such Member or former Member at the fair value thereof as certified by the Auditor for the time being of the Company, and if such Member, representative, trustee, or liquidator shall fail to make such transfer within a period of 14 days after being requested so to do, the Company may, at the expiration of such period, receive the purchase money on behalf of the person entitled thereto and may authorise some person to execute a transfer of the Shares in favour of the purchaser. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, and after his name has been entered in the Register of Members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

8. 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.



THE COMPANIES ACTS 1948 TO 1980

Form No. R9

Declaration by old public company that it does not meet the requirements for a public company

Pursuant to section 8(9) of the Companies Act 1980



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

For official use

Company number

65

575515

Name of Company

ALNWICK FARMERS' LIVESTOCK AUCTION CO. LTD.

Limited

I, MURIEL MARY SANDERSON

of 30, NARROWGATE,

ALNWICK,

NORTHUMBERLAND.

being [the Secretary] ~~and Director~~ of the above named company do solemnly and sincerely declare:
that the company does not at the time of this Declaration satisfy the conditions
specified in section 8(11) of the Companies Act 1980.

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

Delete as
appropriate

Declared at ALNWICK in the County
of Northumberland.

the Seventeenth day of March

One thousand nine hundred and Eighty two

before me NW Garvie NWCAES.05

Mrs. A Commissioner for Oaths or Notary Public or Justice of the
Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

Signature of Declarant

M M Sanderson

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

For official use
General section

Post room



FILE COPY



CERTIFICATE STATING COMPANY IS A PRIVATE COMPANY

No. 575515

166

I hereby certify that

ALNWICK FARMERS LIVESTOCK AUCTION COMPANY LIMITED

is, with effect from 26TH MARCH 1982 a private company
within the meaning of the Companies Act 1980.

Dated at Cardiff the 26TH MARCH 1982

A handwritten signature in ink, appearing to be 'J. H. Jones', written over a horizontal line.

Assistant Registrar of Companies

G

COMPANIES FORM No. 225(1)

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

225(1)

Please do not write in this margin

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

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

To the Registrar of Companies

For official use

Company number

1111

575515

Name of company

* ALNWICK FARMERS LIVESTOCK AUCTION CO LTD

* 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 as shown below:

Note
Please read notes 1 to 5 overleaf before completing this form

Day Month

3 1 0 7

† 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 0 7 1 9 8 6

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:

See note 4c and complete as appropriate

The company is a [subsidiary][holding company]† of N/A

_____, company number _____

the accounting reference date of which is _____

Signed

M. M. Sanderson

X

[Director][Secretary]† Date

5-2-1986

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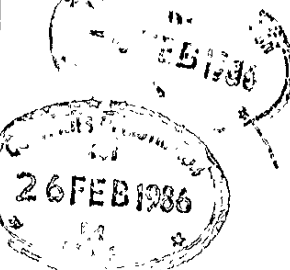
JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3030
TELEX 201010



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

For official Use
General Section

Post room





COMPANIES FORM No. 122

**Notice of consolidation, division,
sub-division, redemption or
cancellation of shares, or conversion,
re-conversion of stock into shares**

122

Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[1810]

575515

Name of company

* **ALNWICK FARMERS LIVESTOCK AUCTION COMPANY LIMITED**

* insert full name
of company

gives notice that:

150 Shares in the name of J Green have been cancelled on
22nd September 1986 and will be re issued. Numbers 7536 to
7585 & 27511 to 27610

† delete as
appropriate

Signed

[Director][Secretary]† Date 24-9-86

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Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3030
TELEX 201010



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

For official Use
General Section

Post room



COMPANY NO. 575515

141 13

THE COMPANIES ACT 1948 TO 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION

OF

ALNWICK FARMERS LIVESTOCK AUCTION COMPANY LIMITED.

At an Annual General Meeting of the above named Company, duly convened and held at the Seafeld Restaurant Seahouses on the 9th March 1987, the following resolution was duly passed.

Messrs. Greaves, West & Ayre be appointed Auditors of the Company for the ensuing year.

SIGNED M. M. Sanderson.....

SECRETARY.

DATE 18-3-87.....

