

Number of
Company

157404

Form No. 41

THE COMPANIES ACT, 1948



A 5s.
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).

REGISTERED

1 APR 1960

Insert the
Name of the
Company.

DERBYSHIRE STONE TRANSPORT
LIMITED

ted by

DERBYSHIRE STONE TRANSPORT (LTD) (LTD)

1st Austin Prince,

London, E.C.2.

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; 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 NOTICES

1110023

I, 1110023

of 12 Austin Friars, London, E.C.2.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "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 Solicitor of

the Supreme Court engaged in the formation

of

Derbyshire Stone Transport 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 Austin Friars

in the City of London

the 17th day of March

one thousand nine hundred and

sixty

G. H. Law

Before me,

Arthur Brown

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

W34344/7
1933.9.10
Number of
Company }

Form No. 25

THE STAMP ACT, 1891
(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



Statement of the Nominal Capital
OF

DEBYSMITH STONE TRANSPORT
LIMITED

REGISTERED

1 APR 1960

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

STRAUGHTEN AND LAY (CPS/GLD)

13 Austin Friars, London, E.C.2.

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; 31 Charles Street, Cardiff, 2; 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157-159 Tottenham Court Road, W.1.
PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

Companies 6

L7634.4-0 "D

27 MAR 1960

[P.T.O.]

THE NOMINAL CAPITAL

OF

Derbyshire Stone Transport Limited,

is £ 6000, divided into:

5000 7 per cent Cum. 'A' Preference Shares of £1 each

500 6 per cent Cumulative Redeemable
Participating 'B' Preference Shares of £1 each

500 Ordinary Shares of £1 each

*Signature Slaughter May

Description Solicitors engaged in the
formation of the Company

Dated the 17th day of March 19 60

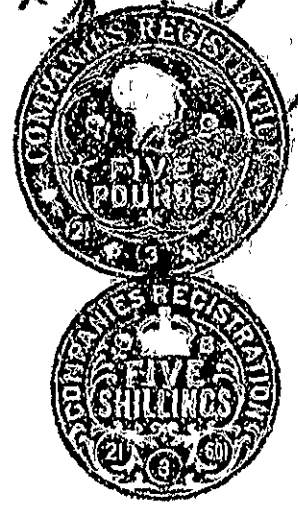
**This Statement should be signed by an Officer of the Company, or
by the Solicitor(s) engaged in the formation.*

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



65-1344/5
THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



Memorandum of Association

— OF —

DERBYSHIRE STONE TRANSPORT LIMITED.

REGISTERED

1 APR 1960

1. The name of the Company is "DERBYSHIRE STONE TRANSPORT 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 trades or businesses of salesmen, commission agents, advertisers, manufacturers of and dealers in stone, coal, ironstone, brick earth, bricks, clays, ores, limestone, minerals and substances of all kinds.
 - (b) To carry on, either in connection with the trades or businesses aforesaid, or as distinct and separate trades or businesses, the trades or businesses of general contractors, haulage and transport contractors, carriers and dealers in stone, slag, granite, lead, clay, sand, lime, cement bricks, timber, hardware and other building requisites, and to buy, sell, manufacture, refine, prepare, alter, exchange, import, export and deal in all articles, substances, products and things which may be required or usefully employed in, or used by persons engaged in any such business.
 - (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, and to build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories and other erections in or upon such property.

JK



- (e) 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 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, cash or any shares, whether fully or partly paid, 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.
- (f) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (g) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (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 make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (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 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.
- (n) 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.
- (o) 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.
- (p) 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.
- (q) 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.

- (r) To grant pensions or gratuities to any officers or employees or ex-officers or ex-employees of the Company, or of its predecessors in business or of its holding company or subsidiary companies (if any), or to the relations, connections or dependants of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, funds and trusts which may be calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members.
- (s) 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 £6,000 divided into 6,000 shares of £1 each and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p>G. H. Law <i>G. H. Law</i> 18, Austin Friars London, E.C.2. Solicitor</p>	<p>One "B" Preference</p>
<p>G. B. Inglis <i>G. B. Inglis</i> 18 Austin Friars London E.C.2 Solicitor</p>	<p>One Ordinary</p>

Dated the 17th day of March, 1960.

Witness to the above Signatures:—

PATRICIA AYRES.

Patricia Ayres
18 Austin Friars
London, E.C.2.
Secretary.



THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

Articles of Association
— OF —
**DERBYSHIRE STONE TRANSPORT
LIMITED.**

REGISTERED

1 APR 1960

PRELIMINARY.

1. The Company is a Private Company and subject as herein-after provided and except where the same are varied by or inconsistent with these presents the regulations contained in Part II of Table "A" in the First Schedule to the Companies Act, 1948, shall apply to the Company. Subject as aforesaid reference herein to regulations in Table "A" shall be construed as referring to those in Part I thereof.

BUSINESS.

2. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Board at such time or times as it may consider expedient and further may be suffered by it to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Board may consider it expedient not to commence or proceed with the same.

SHARE CAPITAL.

3. The share capital of the Company is £6,000 divided into 5,000 7 per cent. Cumulative "A" Preference Shares of £1 each, 500 6 per cent. Cumulative Redeemable Participating "B" Preference Shares of £1 each and 500 Ordinary Shares of £1 each.

4. The rights and privileges attached to the respective classes of shares are as follows:—

- (a) The holders of the said "A" Preference Shares shall be entitled to receive out of the profits of the Company available for dividend a fixed cumulative preferential dividend at the rate of 7 per cent. per annum on the capital paid up or credited as paid up thereon and shall rank for such dividend in priority to any payment to the holders of any other class of shares.
- (b) The holders of the said "B" Preference Shares shall be entitled to receive out of the profits of the Company available for dividend a fixed cumulative preferential dividend at the rate of 6 per cent. per annum on the capital paid up or credited as paid up thereon and shall rank for such dividend next after the said "A" Preference Shares in priority to the Ordinary Shares.
- (c) Any surplus profits available for dividend up to the amount of £2,000,000 in any year which it shall be determined to distribute after providing for the fixed dividends on the said "A" Preference and the said "B" Preference Shares shall be applicable first in payment of dividends to the holders of the said "B" Preference Shares and the Ordinary Shares in proportion to the capital paid up or credited as paid up thereon of such an amount as the Directors may determine but not exceeding 4 per cent. in any year and the remainder of such surplus profits (if any) shall be applicable in payment of dividends on the Ordinary Shares.
- (d) Any surplus profits available for dividend in excess of the amount of £2,000,000 in any year which it shall be determined to distribute shall be applicable in payment of dividends on the said "B" Preference Shares and the Ordinary Shares in proportion to the capital paid up or credited as paid up thereon.
- (e) In a winding up of the Company (i) the holders of the said "A" Preference Shares shall be entitled to repayment of the capital paid up or credited as paid up thereon together with all arrears of the said fixed cumulative preferential dividend whether earned or declared or not down to the commencement of the winding-up in priority to any repayment of capital in respect of any other class of shares and (ii) the holders of the said "B" Preference Shares shall be entitled to repayment of the capital paid up or credited as paid up thereon together with a premium of 1s. per share and all arrears of the said fixed cumulative preferential dividend whether earned or declared or not down to the commencement of the winding-up in priority to any repayment of capital in respect of the Ordinary Shares but save as aforesaid the holders

of the said "A" Preference Shares and the said "B" Preference Shares shall not be entitled to any further participation in surplus assets.

- (f) The "B" Preference Shares shall be redeemable in any manner for the time being authorised by law at the option of the Company on or at any time after the 30th day of April, 1962, on one month's notice being given by the Company to the holders thereof of its intention in that behalf by the payment of the par value thereof together with a premium of 1s. per share and a sum equal to any arrears of the said fixed preferential dividend of 6 per cent. whether earned or declared or not calculated down to the date of payment.
- (g) The holders of the Preference Shares of any class shall have no right as such to receive notice of or to attend and vote at any general meeting of the Company unless (i) at the date of the notice convening the meeting the preferential dividend on such shares or any part thereof is six months in arrear (for which purpose such dividend shall be deemed to be payable half-yearly on 31st March and 30th September in every year) or (ii) the business of the meeting includes the consideration of a resolution for winding up the Company or reducing the capital or any resolution directly or adversely altering or abrogating any of the special rights attached to that class of shares.

5. The unissued shares of the Company shall be at the disposal of the Board, which may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

GENERAL MEETINGS.

6. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings or their duly appointed attorneys shall be as valid and effectual as if it had been passed at a meeting of the Members duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table "A" shall not apply to the Company.

DIRECTORS.

7. Unless and until otherwise determined by the Company in General Meeting the Directors shall not be less than two nor more than ten in number. Regulation 75 of Table "A" shall be modified accordingly.

8. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company shall (unless otherwise expressly resolved by the Company in General Meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.

9. Each Director shall have the power to nominate (1) any other Director or (2) any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and at his discretion to remove such alternate Director and, on such appointment being made, the alternate Director (except as regards the power to appoint an alternate) shall be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as an alternate.

10. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director subject to his complying with the provisions of Section 199 of the Act and notwithstanding his interest may be counted in the quorum of any meeting at which he is present. Regulation 84 of Table "A" shall be modified accordingly.

11. Regulations 89 to 97 (inclusive) of Table "A" shall not apply to the Company and Directors shall not be liable to retirement by rotation.

12. Any casual vacancy in the Board of Directors may be filled up by the Directors, and the Directors may at any time and from time to time appoint any person as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles. Any Director appointed under this Article shall hold office until he is removed or his office is vacated under Regulation 88 of Table "A".

BORROWING POWERS.

13. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table "A" shall not apply to the Company.

PROCEEDINGS OF DIRECTORS.

14. A resolution in writing signed by all the Directors of the Company for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Directors. Regulation 106 of Table "A" shall not apply to the Company.

MANAGING DIRECTOR.

15. The Directors may from time to time appoint one or more of their body to an executive office (including that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such agreement as aforesaid such appointment shall be automatically determined *ipso facto* if a Director so appointed ceases from any cause to be a Director. Regulation 107 of Table "A" shall not apply to the Company.

16. A Managing Director, Manager or other Executive Officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits, or otherwise howsoever) as the Directors may determine. Regulation 108 of Table "A" shall not apply to the Company.

PENSIONS AND ALLOWANCES.

17. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Manager, or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

G. H. Law

18, Austin Friars,
London, E.C.2.

Solicitor.

G. B. Inglis

18 Austin Friars
London E.C.2.

Solicitor

Dated the 17th day of March, 1960.

Witness to the above Signatures:—

Patricia Lyons
18 Austin Friars
London, E.C.2.

Secretary.

No. C. 173

DUPLICATE FOR THE FILE

No. 651944



Certificate of Incorporation

I Hereby Certify, that

DERBYSHIRE STONE TRANSPORT LIMITED

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

Given under my hand at London this First day of April One Thousand Nine Hundred and Sixty.

A. J. Mans
ASSISTANT Registrar of Companies.

Certificate
received by

W. L. Hill for
Slaughter & Hoare

Date 1.4.60