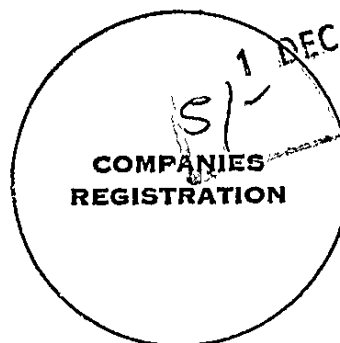


No. of
Company

829413

Form 41.

THE COMPANIES ACT, 1948.



A 6/-
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).

Name
of
Company

JOHN BROWN WHITECROOK Limited.

PUBLISHED AND SOLD BY

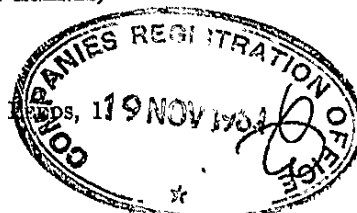
WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS,



Presented by RONEX & CO.,

[C.A. 1.]

42-45, New Broad Street, London, E.C.2.

I HUMPHREY GECIL LAVINGTON

of 42-45, New Broad Street, London, E.C.2.

(a) "A Solicitor of
the Supreme Court (or
in Scotland a Solicitor)
engaged in the forma-
tion."

or
"A Person named in
the Articles of Asso-
ciation as a Director
or Secretary."

Do solemnly and sincerely declare that I am ^(a) a Solicitor of
the Supreme Court engaged in the formation

of John Brown Whitecrook 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, 1885.

Declared at BLOMFIELD HOUSE
52 NEW BROAD STREET
LONDON E.C.2,

the 19th day of November
one thousand nine hundred and sixty-four

Before me,

* Delete as
necessary.

*A Commissioner for Oaths. M. ROBERTSON

~~Notary Public.~~

~~Justice of the Peace.~~

A Commissioner for Oaths

H. L. G.

Form 25.

No. of Company—829413

2



10/-

JOHN BROWN WHITECROOK

1 DEC 1964

LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

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

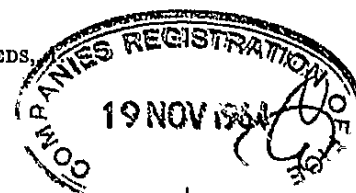
PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 86, LONDON WALL, LONDON, E.C.2;
107, PARK LANE, MARBLE ARCH, W.1;
77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS.

Presented by

RONEY & CO.,

42-45, New Broad Street, London, E.C.2.

[C.A.30]



The NOMINAL CAPITAL of _____

_____ John Brown Whitecrook _____ Limited

is £ 100 divided into 100 shares of £ 1 each

Signature _____



Solicitors engaged in the
formation of the Company.

State whether Director or Secretary.

Date 19 day of November 19 64.



THE COMPANIES ACT, 1948

829413

COMPANIES
REGISTRATION

3

COMPANY LIMITED BY SHARES.

Memorandum of Association

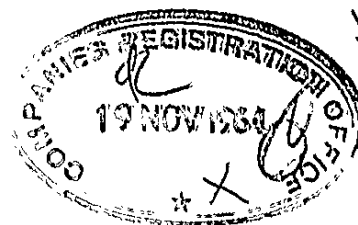
OF

JOHN BROWN WHITECROOK LIMITED.

1 DEC 1964

1. The name of the Company is "JOHN BROWN WHITECROOK 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 mechanical, electrical, and general engineers, including, but not restricted to, the manufacture of and dealing in stationary or locomotive boilers, steam and electrical generating plant, marine or other engines, and equipment and machinery of every kind.
 - (B) To carry on the trades or businesses of manufacturers of locomotive engines, railway carriage buffers, and wagon springs, engineers, iron and steel merchants, ironfounders and general contractors in all their branches, and whether as patentees, licensees or otherwise, and the making, purchasing, hiring and selling railway and other plant, engines, fittings, files, machinery, or any other articles or things whatsoever.
 - (C) To purchase and sell as merchants steel, iron, metals, metallic combinations and any other materials, articles or things, and the purchasing, bartering and selling any such metals, materials, articles or things on commission, or as agents or otherwise.

lk



- (D) To purchase, build, construct, own, hire, charter, equip, load on commission, navigate, sail, repair, exchange, trade and deal with freight, locomotives, engines, motors, boilers, trucks, trolleys, corves, rolling stock, carriages, ships, steamers, oil tanks, pipe lines, reservoirs, pumps, aeroplanes and airships and other vessels and vehicles of every description for the transport by land, or air, or water, and for the import or export of iron, steel, ammunition, ordnance, weapons, machinery, explosives, coal, coke, slate, clay, ores, minerals, oils and other substances, liquids, articles and things, whether manufactured or unmanufactured, belonging to or in the possession of the Company or used, or being capable of being used, in or in connection with any business which the Company is authorised to carry on, and to purchase, hire or otherwise acquire, animal or other motive power of any and every description.
- (E) Generally, without prejudice to any special object or power hereinbefore set out, to carry on all or any of the businesses of, and to carry on or conduct any business, transaction or operation usually carried on or conducted by iron workers, iron founders, steel workers, steel refiners, steel converters, ordnance, weapon, ammunition, armament, steam engine, gas engine, electrical engine, air engine, oil, petrol or other engine manufacturers, manufacturers of electrical equipment and machinery, colliery contractors, coke manufacturers, patent fuel manufacturers, manufacturers of chemicals and manures, chemists, druggists, distillers, dye makers, oil producers, oil refiners, oil merchants, metallurgists, smelters, engineers of any kind, tin-plate workers, pipe, cement and concrete manufacturers, carriers, merchants, factors, ship builders, ship owners, wagon repairers, gas works owners, railway proprietors, wharf owners, dock owners, electric construction and supply companies, electricians and suppliers of electric light or power or of water, and manufacturers of and dealers in all appliances and things in connection with any of the above businesses in any part of the world.
- (F) To carry on the business of buying, selling and dealing in any products, by-products, articles or materials appertaining to or used for or in connection with any part of the business of the Company.
- (G) To carry on the business or businesses of general merchants, manufacturers, importers, exporters, storekeepers, brokers, shipping, forwarding and commission agents, buying and selling agents, traders, warehousemen, ship owners, warehouse keepers, wharfingers, shipping charterers and ship brokers, and to import, export, buy, sell, barter, manufacture, alter, repair, let or hire, exchange, pledge, make advances upon, or otherwise deal in goods, produce, articles, merchandise and commodities of all kinds, and to carry on the business of contractors for the supply of goods and merchandise of all kinds and to carry on business as contractors for the carrying out of public or private works of all kinds.

- (H) To carry on the business of manufacturers' agents, commission agents, factors, distributors and travellers in or for any class of goods for the wholesale or retail trade and to undertake and transact all kinds of agency business, *del credere* or otherwise which an ordinary individual could legally undertake,
- (I) To carry on any other business or businesses which may seem to the Company capable of being conveniently or profitably carried on in conjunction with any of the objects for which the Company is established or which may seem as aforesaid calculated directly or indirectly to enhance the value of any part of the Company's undertaking, assets, property, or rights.
- (J) To acquire and undertake the whole or any part of the business, goodwill, assets, property, rights or undertakings of any person, firm or company carrying on or having power to carry on any business which this Company is authorised to carry on by any specific or general clause of this Memorandum expressly or by implication and as part or whole of the consideration therefor to undertake all or any of the liabilities of such person, firm or company, and to give and accept by way of consideration for any of the acts or things as aforesaid any cash, shares, debentures or securities that may be agreed upon.
- (K) Generally to purchase, to take on lease or in exchange, hire or otherwise acquire any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business or businesses, and in particular any land, buildings, easements, rights of way, restrictive covenants, machinery, plant and stock-in-trade.
- (L) To subscribe or apply for, and take or acquire by purchase or otherwise, and hold shares or debentures or securities of, or other interests in, any other company having objects, whether primary or ancillary, altogether or in part similar to any of the objects of this Company or carrying on any business or established or empowered to carry on any business which this Company is empowered by any specific or general clause of this Memorandum to acquire, undertake or carry on.
- (M) To apply for, purchase or otherwise acquire and protect or renew, or join with any other person or company in so doing in any part of the world any patents, *brevets d'invention*, patent rights, protections, licences, concessions, methods or secrets of manufacture, and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem to this Company capable of being used for any of the purposes of the Company or the acquisition of which may seem to this Company calculated to directly or indirectly benefit this Company and to use, exercise, develop, manufacture under or grant licences or privileges in respect of, or otherwise turn to account the property, rights, or information so acquired,

and to expend money in experimenting upon or seeking to improve any patents, rights, methods or inventions which the Company may acquire or propose to acquire.

- (N) To guarantee or give any guarantee in relation to the payment of any loans, annuities, debentures, debenture stock, bonds, obligations, shares, stock or securities or the interest or dividends thereon, and to guarantee the performance of any contracts or obligations and to issue or deposit any securities of the Company in support of any such guarantee, and to undertake obligations of every kind and description on such terms as may from time to time be considered desirable in the interests of the Company, and, in particular, to guarantee or secure (with or without a mortgage or charge on the undertaking and assets, present and future, including uncalled capital of the Company or any part or parts of such undertaking and assets) the performance of the obligations, and the payment of the principal of, and dividends or interest and premiums on, any stocks, shares, debenture stock, debentures or other securities of any company which is for the time being the holding company of this Company as defined in the Companies Act, 1948, or any statutory modification or re-enactment thereof for the time being in force.
- (O) To enter into any partnership or into any arrangement for sharing profits or for co-operation, or for limiting competition or for mutual assistance, or for union of interests, joint adventure, reciprocal concession or otherwise, with any firm, person or company having objects altogether or in part similar to those of this Company, or engaged in or carrying on or established or empowered to carry on any business or businesses which this Company is empowered to carry on, or any business transaction, venture or undertaking which may seem to this Company capable of directly or indirectly benefiting this Company.
- (P) To amalgamate with any other company having objects or powers altogether or in part similar to those of this Company and to give or accept by way of consideration for such amalgamation any payment of cash or any agreement for periodical payments of cash, secured or unsecured, shares wholly or partly paid up or with liability for the full nominal value thereof, stocks, bonds, obligations, debentures, debenture stock, scrip or securities of any person, company or corporation and whether of the Company or corporation with which such amalgamation is effected or not.
- (Q) To acquire or obtain from or make any arrangement with any government or authority, supreme, municipal, local or otherwise, or any corporation, company or person for any authority, right, privilege, concession, contract or charter which this Company may think is desirable to obtain or which may seem to this Company conducive to any of the objects of this Company, and to accept, make payments under, carry out, exercise and comply with any such arrangement, authority, right, privilege, concession, contract or charter.

- (R) To sell, lease, exchange, bail, grant licences in respect of, or otherwise deal with or dispose of the Company's undertaking or any part thereof or any property or interest in any property, rights, concessions, or privileges belonging to this Company or over which this Company has any right or power of disposal either together or in portions to any firm, person, company or corporation, for such consideration or premium as this Company may think fit, and in particular wholly or partly for cash or wholly or partly for periodical payments of cash, secured or unsecured, shares wholly or partly paid up, or with liability to pay the full nominal value thereof, stocks, bonds, obligations, debentures, debenture stock, scrip or securities of any person, company or corporation, and whether of the person, company or corporation acquiring the interest so disposed of or otherwise.
- (S) To divide among the members of this Company from time to time whatever the Company may decide to be the profits arising from the operations of the Company or any part of such profits.
- (T) To divide as profits among the members of the Company the proceeds of any disposal or realisation of any part of the property or assets of the Company which in the opinion of the Company may fairly be considered and treated as accretions to capital.
- (U) To divide any property of the Company or any shares, stocks, bonds, obligations, debentures, debenture stock, scrip and securities the property of this Company or of which this Company may have the power of disposing, whether or not the same be the proceeds of any sale, lease, exchange, bailment, licence or other disposal or amalgamation mentioned in paragraphs (Q) and (S) of this Clause, or otherwise belonging to the Company among the members in specie or in kind according to their respective rights.
- (V) To borrow or raise money or secure the payment of money owing or the satisfaction or performance of any obligation or liability incurred or undertaken by the Company in such manner as the Company may think fit, and in particular by the issue of debentures, debenture stock (perpetual or redeemable) or by mortgage or 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 to purchase, redeem or pay off any such securities.
- (W) To make, draw, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, dock or other warrants, debentures, and any other instruments negotiable or transferable by delivery or to order or otherwise.
- (X) To lend and advance money or give credit to such persons and on such terms as may be thought fit, and in particular to customers and persons dealing with the Company, and to give guarantees or become security for the payment of moneys or the performance of contracts or obligations by any such persons.

- (y) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined, and in particular to invest the same on mortgage or purchase of real, leasehold or personal property, shares or securities or by depositing the same with any bank, company, firm or person at interest and such investments from time to time to vary.
- (z) To remunerate any person, firm or company for services rendered to this Company or to pay for any properties, rights, privileges, concessions or any other thing or interest acquired by this Company by cash payment or by the allotment of shares, debentures, debenture stock or other securities of the Company partly or wholly paid up or otherwise.
- (AA) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with any such subsidiary, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (BB) To improve, manage, develop, let or lease, turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (CC) To construct, maintain, alter, improve, enlarge, pull down, remove or replace, manage, carry out and control any buildings, works, factories, mills, roads, ways, tramways, railways, branches or sidings, bridges, walls, banks, dams, sluices, watercourses, wharves, manufactories, warehouses, electric works, shops, stores, or other works and conveniences which may seem to this Company likely to advance the Company's interests, directly or indirectly, or to contribute to, subsidise or join with any person, firm, company or corporation in so doing, or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control of any such works or conveniences.

(DD)

(EE) T

(FF) T

(GG) T

And it is
 Clause when n
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- (DD) To promote or join in promoting any company or companies for the purpose solely or partly of acquiring all or any part of the undertaking, property, rights, concessions or privileges or liabilities of this Company, or of undertaking any business or operations or for any other purpose which may seem to this Company likely to benefit this Company, directly or indirectly and to place or guarantee the placing of, underwrite, apply for and accept or subscribe the whole or any part of the capital, debentures or securities of any such company or to lend money to or guarantee the performance of the contracts of any such company.
- (EE) To pay all or any of the expenses incurred in and in connection with the formation, incorporation and establishment of this Company and to remunerate any brokers or other persons for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures or securities of this Company or of any company promoted by this Company.
- (FF) 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 do all or any of the above things or act in any of the businesses of this Company in any part of the world through or by means of agents, brokers, trustees, sub-contractors or others, and either alone or in conjunction with others.
- (GG) To do all such other things as in the opinion of the Company may be incidental or conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.

And it is hereby declared that the word "company" in this Clause when not applied to the Company shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether constituted under the laws of the United Kingdom or of any other country or State, or of any colony or dependency, and whether existing or hereafter to be formed, and the intention is that the objects specified in each of the paragraphs in this Clause shall, unless otherwise therein provided, be regarded as independent objects, and shall be in nowise limited or restricted by reference to or inference from the terms of any other paragraph, or the name of the Company, and that the Company shall have full power to exercise all or any of the objects and powers conferred by this Memorandum of Association independently of any other of such objects or powers. Provided always that nothing contained in this Memorandum shall empower the Company to carry on any class of business or insurance or reinsurance within the meaning of the Assurance Companies Acts, 1909 to 1946, or any Act amending, extending or re-enacting the same.

4. The liability of the Members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each, with power to increase the same by the issue of new shares to such an amount as the Company may from time to time consider expedient and any of the shares in the capital of the

Company for the time being unissued, and any new shares from time to time to be created may from time to time have attributed to them or be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or at such a premium or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions and with any such right or without any right of voting and generally on such terms as the Company may from time to time determine, but so that any preferential or special rights or privileges attached to issued shares shall not be affected, altered, modified or dealt with except with such consent as is provided by the Articles of Association of the Company for the time being.

WVE,

NAM


WITN

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.
Pauline Ann Ivory, 11, Grovenay, Dagenham, Essex. Secretary.	One.
Rex McBarthy 242A Perry St Billerica Essex Solicitor at Law	one.

DATED the 19th day of November, 1964.

WITNESS to the above Signatures :—


 D. M. Barker.
 51. Shaven Way.
 Brentwood.
 Essex.
 Secretary.

829413/4

GD
10/1

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



1 DEC 1964

Articles of Association

OF

JOHN BROWN WHITECROOK LIMITED.

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 89 in Part I of Table "A" shall not 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.
2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table "A" shall also apply to the Company.
3. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.
4. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than three nor more than twelve, and the names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.
5. Clause 79 in Part I of Table "A" shall be read and construed as if the proviso to such Clause were omitted therefrom.
6. 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.
7. At the Annual General Meeting in every year two of the Directors for the time being (other than any Director who may be a Managing Director) shall retire from office.
8. There shall be added at the end of Regulation 88 of Table "A" the following paragraph:
 - (g) If he is requested in writing by all his co-Directors to resign.
9. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pensions or superannuation schemes or funds for the benefit of, and

give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and holding any salaried employment or office in the Company or such other company, and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of any such person as aforesaid, and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Statutes shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposed payment being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension allowance or emolument, and may vote as a Director in respect of the exercise of any of the powers by this Article conferred upon the Directors, notwithstanding that he is or may be or become interested therein.

10. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company or exercisable by them as directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors, or other officers or servants of such company, or voting or providing for the payment of remuneration or other benefits to such directors, other officers or servants of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he is or may be about to be appointed a director or other officer or servant of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Pauline Ann Ivory,
11, Grovenay,
Bagenham,
Essex.
Secretary.

Beryl McBarthay
242A Perry St
Billerica
Essex
Solicitors Clerk

DATED this 19th day of November, 1964.

WITNESS to the above Signatures:—

J. M. Barker.
51, Sharon Way.
Brentwood.
Essex.
Secretary.

uties, pensions, allowances
at any time in the employ-
pany which is a subsidiary
with the Company or with
were at any time Directors
ther company as aforesaid,
ce in the Company or such
amilies and dependants of
absidise or subscribe to any
ulated to be for the benefit
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urance of any such person
foresaid, either alone or in
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abers of the Company and
the Company, any Director
ll be entitled to participate
donation, gratuity, pension
a Director in respect of the
onferred upon the Directors,
ecome interested therein.

voting power conferred by
the Company or exercisable
a such manner in all respects
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ectors, or other officers or
viding for the payment of
rs, other officers or servants
mpany may vote in favour
aforesaid, notwithstanding
a director or other officer
is or may become interested
er aforesaid.

DUPLICATE FOR THE FILE.

No. 829413



Certificate of Incorporation

I Hereby Certify that

JOHN BROWN WHITECROOK 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 DECEMBER
ONE THOUSAND NINE HUNDRED AND SIXTY FOUR.

L.S. Whitfield.

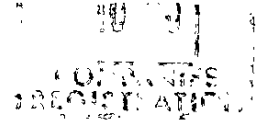
Assistant Registrar of Companies.

Certificate
received by

} *Roney & Co.*

Date *1st Dec 1964*

14



THE COMPANIES ACTS, 1948 AND 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to Section 141 (2) of the Companies Act, 1948)

OF

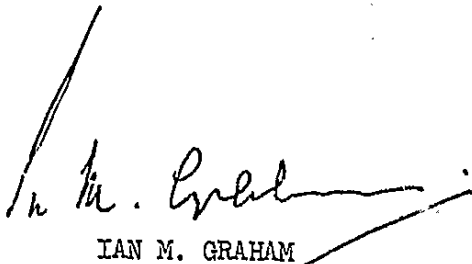
JOHN BROWN WHITECROCK LIMITED

Passed 12th December 1969

At an Extraordinary General Meeting of the above-named Company held on Thursday, 11th day of December, 1969, the following Special Resolution was duly passed:-

RESOLUTION.

THAT the name of the Company be changed to
JOHN BROWN OVERSEAS HOLDINGS LIMITED.


IAN M. GRAHAM

Secretary.





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 829413

115

Whereas

JOHN BROWN WHITECROOK LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1948,

on the **1ST DECEMBER, 1964**

And whereas by special resolution of the Company and with the approval
of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company
incorporated under the name of

JOHN BROWN OVERSEAS HOLDINGS LIMITED

Given under my hand at London the

19TH DECEMBER, 1969.


(F. L. KNIGHT)

Assistant Registrar of Companies

119

THE COMPANIES ACTS, 1948 AND 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to Section 141 (2) of the Companies Act, 1948)

OF

JOHN BROWN OVERSEAS HOLDINGS LIMITED ✓

Passed 5th June 1970

At an Extraordinary General Meeting of the above-named Company held on Friday, 5th day of June, 1970, the following Special Resolution was duly passed:-

RESOLUTION

THAT the name of the Company be changed to
JOHN BROWN & CO. (WESTMINSTER) LTD.

COMPANIES ACTS
9 JUN 1970
IAN M. GRANT
Secretary



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 829413 / 20

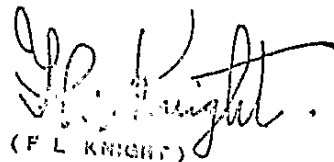
I hereby certify that

JOHN BROWN OVERSEAS HOLDINGS LIMITED

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

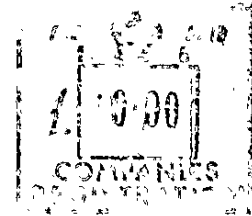
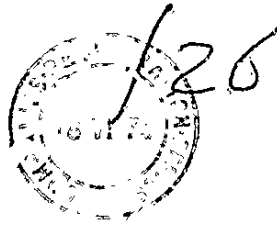
JOHN BROWN & CO. (WESTMINSTER) LIMITED

Given under my hand at London the 16TH JUNE, 1970.


(F. L. KNIGHT)

Assistant Registrar of Companies

Bo. 829413 ✓



10

THE COMPANIES ACTS, 1948 to 1967.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

JOHN BROWN & CO. (WESTMINSTER) LTD.

Passed 13th June 1973.

AT an EXTRAORDINARY GENERAL MEETING of the above named Company held on the 13th day of June, 1973, the following Resolution was duly passed as a Special Resolution :-

RESOLUTION

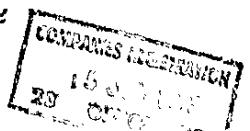
That the name of the Company be changed to "EUROFLEET RENTAL LIMITED".

G.P. McDOUGALL,
Secretary.

✓

54

Nat 600
000572





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 829413

/27

I hereby certify that

JOHN BROWN & CO. (WESTMINSTER) LIMITED

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

EUROFLEET RENTAL LIMITED

Given under my hand at London the 29th June 1973

(N. TAYLOR)

Assistant Registrar of Companies

829413 / 29.
gale 10
C. Ford 72 11c
N/S 1/c
21-8 /12

EUROFLEET RENTAL LIMITED

At an Extraordinary General Meeting of the above-named Company held at 8 The Sanctuary, London S.W.1. on Friday 27th July 1973 at 12.15 p.m. the following resolutions were proposed and duly passed as SPECIAL RESOLUTIONS.

ALLOYS
31-8-73

RESOLUTIONS

1. That the Memorandum of Association of the Company with respect to its objects be altered by deleting paragraph (a) of Clause 3 and substituting the following new paragraph to be lettered (a)
"(a) To carry on the business of leasing, renting hiring, selling, buying and otherwise dealing in trailers, tractors, containers, vessels and vehicles of every kind, whether motorised or not, plant machinery, equipment and other goods of any description and to manufacture, repair renew or construct any such goods."
2. That the authorised share capital of the Company be increased from £100 to £100,000.

[Signature]

Chairman.
Company Secretary.

61

43 OFFICE 45

43 OFFICE 45

22 SEP 1973
15 OFFICE 15

829413

I certify that this is a true copy of the
Memorandum of Association as altered,

Send To 1/c

H. Booker

H. Booker
Director.

THE COMPANIES ACT 1948.

COMPANY LIMITED BY SHARES.

~~General Limited~~

Memorandum of Association

LEASING TRAILERS
TRACTORS.

OF

EUROFLEET RENTAL LIMITED



1. The name of the Company is "EUROFLEET RENTAL 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 business of leasing, renting hiring, selling, buying and otherwise dealing in trailers, tractors, containers, vessels and vehicles of every kind, whether motorised or not, plant machinery, equipment and other goods of any description and to manufacture, repair, renew or construct any such goods.

(B) To carry on the trades or businesses of manufacturers of locomotive engines, railway carriage buffers, and wagon springs, engineers, iron and steel merchants, ironfounders and general contractors in all their branches, and whether as patentees, licensees or otherwise, and the making, purchasing, hiring and selling railway and other plant, engines, fittings, files, machinery, or any other articles or things whatsoever.

(c) To purchase and sell as merchants steel, iron, metals, metallic combinations and any other materials, articles or things, and the purchasing, bartering and selling any such materials, articles or things on commission, or as agents or otherwise.

61

COMPANIES REGISTRATION
- 5 OCT 1973
43 OFFICE 43

- (c) To purchase, build, construct, own, hire, charter, equip, and on commission, buy, sell, repair, exchange, and trade and deal with freight, locomotives, engines, motors, rail cars, trucks, trolleys, cars, rolling stock, carriages, boats, steamers, oil tanks, pipe lines, reservoirs, pumps, aeroplanes and airships and other vessels and vehicles of every description for the transport by land, or air, or water, and for the import or export of iron, steel, ammunition, ordnance, weapons, machinery, explosives, coal, coke, slate, clay, ores, minerals, oils and other substances, liquids, articles and things, whether manufactured or unmanufactured, belonging to or in the possession of the Company or used, or being employed of being used, in or in connection with any business which the Company is authorised to carry on, and to purchase, hire or otherwise acquire, animal or other motive power of any and every description.
- (d) Generally, without prejudice to any special object or power hereinbefore set out, to carry on all or any of the businesses of, and to carry on or conduct any business, transaction or operation usually carried on or conducted by iron workers, iron founders, steel workers, steel refiners, steel converters, ordnance, weapon, ammunition, armament, steam engine, gas engine, electrical engine, air engine, oil, petrol or other engine manufacturers, manufacturers of electrical equipment and machinery, colliery contractors, coke manufacturers, patent fuel manufacturers, manufacturers of chemicals and manures, chemists, druggists, distillers, dye makers, oil producers, oil refiners, oil merchants, metallurgists, smelters, engineers of any kind, tin-plate workers, pipe, cement and concrete manufacturers, carriers, merchants, factors, ship builders, ship owners, wagon repairers, gas works owners, railway proprietors, wharf owners, dock owners, electric construction and supply companies, electricians and suppliers of electric light or power or of water, and manufacturers of and dealers in all appliances and things in connection with any of the above businesses in any part of the world.
- (e) To carry on the business of buying, selling and dealing in any products, by-products, articles or materials appertaining to or used for or in connection with any part of the business of the Company.
- (f) To carry on the business or businesses of general merchants, manufacturers, importers, exporters, storekeepers, brokers, shipping, forwarding and commission agents, buying and selling agents, traders, warehousemen, ship owners, warehouse keepers, wharfingers, shipping charterers and ship brokers, and to import, export, buy, sell, barter, manufacture, alter, repair, let or hire, exchange, pledge, make advances upon, or otherwise deal in goods, produce, articles, merchandise and commodities of all kinds, and to carry on the business of contractors for the supply of goods and merchandise of all kinds and to carry on business as contractors for the carrying out of public or private works of all kinds.

(j) To carry on any business which may be carried on by the Company by way of carrying on or managing any business which this Company is authorized to carry on by any specific or general clause of this Memorandum expressly or by implication and as part or whole of the consideration therefor to undertake all or any of the liabilities of such person, firm or company, and to give and accept by way of consideration for any of the acts or things as aforesaid any cash, shares, debentures or securities that may be agreed upon.

(k) Generally to purchase, to take on lease or in exchange, hire or otherwise acquire any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business or businesses, and in particular any land, buildings, easements, rights of way, restrictive covenants, machinery, plant and stock-in-trade.

(l) To subscribe or apply for, and take or acquire by purchase or otherwise, and hold shares or debentures or securities of, or other interests in, any other company having objects, whether primary or ancillary, altogether or in part similar to any of the objects of this Company or carrying on any business or established or empowered to carry on any business which this Company is empowered by any specific or general clause of this Memorandum to acquire, undertake or carry on.

(m) To apply for, purchase or otherwise acquire and protect or renew, or join with any other person or company in so doing in any part of the world any patents, *brevets d'invention*, patent rights, protections, licences, concessions, methods or secrets of manufacture, and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem to this Company capable of being used for any of the purposes of the Company or the acquisition of which may seem to this Company calculated to directly or indirectly benefit this Company and to use, exercise, develop, manufacture under or grant licences or privileges in respect of, or otherwise turn to account the property, rights, or information so acquired,

(n) To carry on any business which may be carried on by the Company by way of carrying on or managing any business which this Company is authorized to carry on by any specific or general clause of this Memorandum expressly or by implication and as part or whole of the consideration therefor to undertake all or any of the liabilities of such person, firm or company, and to give and accept by way of consideration for any of the acts or things as aforesaid any cash, shares, debentures or securities that may be agreed upon.

(o) Generally to purchase, to take on lease or in exchange, hire or otherwise acquire any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business or businesses, and in particular any land, buildings, easements, rights of way, restrictive covenants, machinery, plant and stock-in-trade.

and to expend money in experimenting upon or seeking to improve any patents, rights, methods or inventions which the Company may acquire or propose to acquire.

- (x) To guarantee or give any guarantee in relation to the payment of any loans, annuities, debentures, debenture stock, bonds, obligations, shares, stock or securities or the interest or dividends thereon, and to guarantee the performance of any contracts or obligations and to issue or deposit any securities of the Company in support of any such guarantee, and to undertake obligations of every kind and description on such terms as may from time to time be considered desirable in the interests of the Company, and, in particular, but without prejudice to the generality of the foregoing, to guarantee or secure (with or without a mortgage or charge on the undertaking and assets, present and future, including uncalled capital of the Company or any part or parts of such undertaking and assets) the performance of the obligations, and the payment of the principal of, and dividends or interest and premiums on, any stocks, shares, debenture stock, debentures or other securities of any company which is for the time being the holding company of this Company as defined in the Companies Act, 1948, or any statutory modification or re-enactment thereof for the time being in force.
- (o) To enter into any partnership or into any arrangement for sharing profits or for co-operation, or for limiting competition or for mutual assistance, or for union of interests, joint adventure, reciprocal concession or otherwise, with any firm, person or company having objects altogether or in part similar to those of this Company, or engaged in or carrying on or established or empowered to carry on any business or businesses which this Company is empowered to carry on, or any business transaction, venture or undertaking which may seem to this Company capable of directly or indirectly benefiting this Company.
- (p) To amalgamate with any other company having objects or powers altogether or in part similar to those of this Company and to give or accept by way of consideration for such amalgamation any payment of cash or any agreement for periodical payments of cash, secured or unsecured, shares wholly or partly paid up or with liability for the full nominal value thereof, stocks, bonds, obligations, debentures, debenture stock, scrip or securities of any person, company or corporation and whether of the Company or corporation with which such amalgamation is effected or not.
- (q) To acquire or obtain from or make any arrangement with any government or authority, supreme, municipal, local or otherwise, or any corporation, company or person for any authority, right, privilege, concession, contract or charter which this Company may think is desirable to obtain or which may seem to this Company conducive to any of the objects of this Company, and to accept, make payment, under, carry out, exercise and comply with any such arrangement, authority, right, privilege, concession, contract or charter.

- (a) To sell, lease, exchange, bail, grant licences in respect of or otherwise deal with or dispose of the Company's whole or any part thereof or any property or interest in any property, rights, concessions, or privileges belonging to the Company or over which this Company has any right or power of disposal either together or in portions to any firm, person, company or corporation, for such consideration or premium as this Company may think fit, and in particular wholly or partly for cash or wholly or partly for periodical payments of cash, secured or unsecured, shares wholly or partly paid up, or with liability to pay the full nominal value thereof, stocks, bonds, obligations, debentures, debenture stock, scrip or securities of any person, company or corporation, and whether of the person, company or corporation acquiring the interest so disposed of or otherwise.
- (s) To divide among the members of this Company from time to time whatever the Company may decide to be the profits arising from the operations of the Company or any part of such profits.
- (t) To divide as profits among the members of the Company the proceeds of any disposal or realisation of any part of the property or assets of the Company which in the opinion of the Company may fairly be considered and treated as accretions to capital.
- (u) To divide any property of the Company or any shares, stocks, bonds, obligations, debentures, debenture stock, scrip and securities the property of this Company or of which this Company may have the power of disposing, whether or not the same be the proceeds of any sale, lease, exchange, bailment, licence or other disposal or amalgamation mentioned in paragraphs (a) and (s) of this Clause, or otherwise belonging to the Company among the members in specie or in kind according to their respective rights.
- (v) To borrow or raise money or secure the payment of money owing or the satisfaction or performance of any obligation or liability incurred or undertaken by the Company in such manner as the Company may think fit, and in particular by the issue of debentures, debenture stock (perpetual or redeemable) or by mortgage or 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 to purchase, redeem or pay off any such securities.
- (w) To make, draw, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, dock or other warrants, debentures, and any other instruments negotiable or transferable by delivery or to order or otherwise.
- (x) To lend and advance money or give credit to such persons and on such terms as may be thought fit, and in particular to customers and persons dealing with the Company, and to give guarantees or become security for the payment of moneys or the performance of contracts or obligations by any such persons.

- (1) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined, and in particular to invest the same on mortgage or purchase of real, leasehold or personal property, shares or securities or by depositing the same with any bank, company, firm or person at interest and such investments from time to time to vary.
- (2) To remunerate any person, firm or company for services rendered to this Company or to pay for any properties, rights, privileges, concessions or any other thing or interest acquired by this Company by cash payment or by the allotment of shares, debentures, debenture stock or other securities of the Company partly or wholly paid up or otherwise.
- (AA) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with any such subsidiary, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (BB) To improve, manage, develop, let or lease, turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (CC) To construct, maintain, alter, improve, enlarge, pull down, remove or replace, manage, carry out and control any buildings, works, factories, mills, roads, ways, tramways, railways, branches or sidings, bridges, walls, banks, dams, sluices, watercourses, wharves, manufactories, warehouses, electric works, shops, stores, or other works and conveniences which may seem to this Company likely to advance the Company's interests, directly or indirectly, or to contribute to, subsidise or join with any person, firm, company or corporation in so doing, or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control of any such works or conveniences.

(DD) To promote or join in promoting any company or company for the purpose solely or partly of acquiring all or any part of the undertaking, property, rights, concessions or privileges or liabilities of this Company, or of undertaking any business or operations or for any other purpose which may seem to this Company likely to benefit this Company, directly or indirectly and to place or guarantee the placing of, underwrite, apply for and accept or subscribe the whole or any part of the capital, debentures or securities of any such company or to lend money to or guarantee the performance of the contracts of any such company.

(EE) To pay all or any of the expenses incurred in and in connection with the formation, incorporation and establishment of this Company and to remunerate any brokers or other persons for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures or securities of this Company or of any company promoted by this Company.

(FF) 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 do all or any of the above things or act in any of the businesses of this Company in any part of the world through or by means of agents, brokers, trustees, sub-contractors or others, and either alone or in conjunction with others.

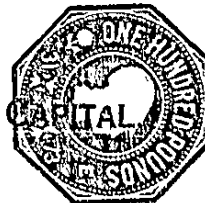
(GG) To do all such other things as in the opinion of the Company may be incidental or conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.

And it is hereby declared that the word "company" in this Clause when not applied to the Company shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether constituted under the laws of the United Kingdom or of any other country or State, or of any colony or dependency, and whether existing or hereafter to be formed, and the intention is that the objects specified in each of the paragraphs in this Clause shall, unless otherwise therein provided, be regarded as independent objects, and shall be in nowise limited or restricted by reference to or inference from the terms of any other paragraph, or the name of the Company, and that the Company shall have full power to exercise all or any of the objects and powers conferred by this Memorandum of Association independently of any other of such objects or powers. Provided always that nothing contained in this Memorandum shall empower the Company to carry on any class of business of insurance or reinsurance within the meaning of the Assurance Companies Acts, 1909 to 1946, or any Act amending, extending or re-enacting the same.

4. The liability of the Members is limited.

5. The share capital of the Company is £100,000 divided into 100,000 shares of £1 each, with power to increase the same by the issue of new shares to such an amount as the Company may from time to time consider expedient and any of the shares in the capital of the

Company for the time being unissued, and any new shares from time to time to be created may from time to time have attributed to them or be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or at such a premium or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions and with any such right or without any right of voting and generally on such terms as the Company may from time to time determine, but so that any preferential or special rights or privileges attached to issued shares shall not be affected, altered, modified or dealt with except with such consent as is provided by the Articles of Association of the Company for the time being.



Inland
Revenue
Duty Stamp
to be
impressed
here.

COMPANY HAVING A SHARE CAPITAL

Statement of Increase of Nominal Capital.

Pursuant to Section 112 of the Stamp Act, 1891.

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

NAME OF
COMPANY.....EUROFLEET RENTAL.....

LIMITED.

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

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

CAT. NO. CA.26.

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

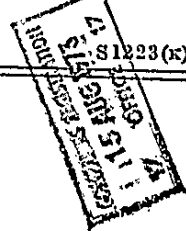
SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

Presented for registration by

Broomhead Pye-Smith & Reed

14 George Street, Sheffield. S1 1NS



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

The Nominal Capital

OF

EUROFLEET RENTAL

LIMITED,

has by a Resolution of the Company dated the 27th day
of July, 1973, been increased by the addition thereto of
the sum of £99,900.00 Pounds,
divided into 99,900 Shares
of £1.00 each,
beyond the Registered Capital of £100.00

*Signature

Description

Date 31st July 1973

*This Statement must be signed by an officer of the Company.

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

NO. OF COMPANY 829413

[C.F. 10]

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

NAME OF
COMPANY EUROFLEET RENTAL

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.

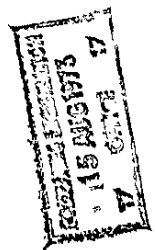
S2563 (V) □

Presented by

Broomhead Pye-Smith & Reed

14 George Street

Sheffield S1 1NS



Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES,

EUROFLEET RENTAL

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) Special Resolution of the Company dated the 27th day of July 1973, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 99,900.00 beyond the registered Capital of £ 100.00

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
99900	Ordinary	£1.00

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:—

On a show of hands every member present in person has one vote and on a poll every member has one vote per share.

All shares participate equally in dividends and in the assets on a winding up

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

(Signature) JB Ruler X

(State whether Director, or Secretary) Director

Dated the 31st day of July 19 73

(a) "Ordinary," "Extraordinary" or "Special"

(b) Delete as appropriate.

This margin to be reserved for binding.



Companies Registration Office

Companies House 55-71 City Road London EC1Y 1BB

Telephone 01-253 9393 ext 258

Please reply to The Registrar
Your reference

Gaz List 4684

DEF 6 829415

Date 22 JUL 1975

EUROLEET RENTAL LIMITED
8 THE SANCTUARY
WESTMINSTER
LONDON SW1

The Companies Act 1948

EUROLEET RENTAL LIMITED

In pursuance of section 353(3) of the Companies Act 1948 the Registrar of Companies hereby gives NOTICE that at the expiration of three months from the date of this Notice the name of your company will, unless cause is shown to the contrary, be struck off the register and the company will be dissolved.

22 JUL 1975

Dated this day of


for Registrar

DEF 6

V1723

G

COMPANIES FORM No. 225(1)

21

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

Please do not write in this margin

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

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

To the Registrar of Companies

For official use

Company number

[164]

829413

Name of company

* EUROFLEET RENTAL LIMITED

* Insert full name of company

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

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month

3 0 0 9

† 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 0 0 9 1 9 8 6

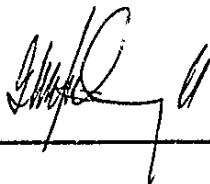
If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

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

_____, company number _____

the accounting reference date of which is _____

Signed

[Director][~~Secretary~~]† Date 12/9/86

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

GPMCD/KWK/SHJ

Staniforth Road
Darnall
Sheffield
S9 4LLFor official Use
General Section

Post room



Coopers
& Lybrand

Chartered accountants

14 Cross Burgess Street
Sheffield S11QA

telephone 0742-29141
0742-754796
telegrams Colybrand Sheffield
telex 547546
fax groups 0742 752573

a member firm of
Coopers & Lybrand (International)

829413
/65

our reference

AJW/PKC

The Secretary
Eurofleet Rental Limited
Thorn Street
Woodville
Burton-on-Trent
DE11 7DR

22 September 1986

Dear Sir

In accordance with the wishes of the board of the ultimate holding company, we hereby give notice that we tender our resignation as auditors of Eurofleet Rental Limited with effect from the finalisation of the audit of the accounts for the accounting reference period ended 31 March 1986.

As required by Section 390 of the Companies Act 1985, we confirm that there are no circumstances connected with our resignation that we consider should be brought to the notice of the members or creditors of Eurofleet Rental Limited.

We enclose a signed copy of this letter so that you may send it to the Registrar of Companies.

Yours truly

Coopers & Lybrand



London Aberdeen Bedford Birmingham Blackburn Bournemouth Bristol Cambridge Cardiff Edinburgh Glasgow Irvine King's Lynn Leeds Leicester Liverpool Middlesbrough Newcastle upon Tyne Nottingham Plymouth Reading Sheffield Southampton Swansea Uxbridge
a list of partners' names is available for inspection at the above address and at Plumtree Court London EC4A 4HT



Touche Ross & Co
Eleven Abchurch Lane
London EC4A 3DF
Telephone 01-480 4241
International +44 21 480 4241
Telex 820 020 TRLG G
Telecomputer GPs 31 0542 435744

 **Touche Ross**
Chartered Accountants

129413

Our ref: RJM/RAG/LS/2252c/28

29 February 1988

The Board of Directors
Craven Tasker Limited
Staniforth Road
Uarnall
Sheffield
S9 4LL

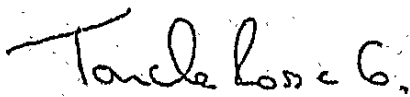
Dear Sirs

Following your written request dated 29 February 1988, we hereby tender our resignation as auditors to the following companies:

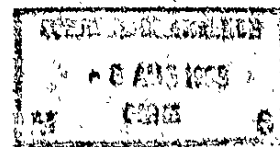
Craven Tasker Limited
Craven Tasker (Scotland) Limited
Craven Tasker (Woodville) Limited
Craven Tasker (Sheffield) Limited
Craven Tasker Sales Limited
Craven Tasker (Northern) Limited
Eurofleet Rental Limited

We confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully



Chartered Accountants



Aberdeen, Birmingham, Blackpool, Bristol, Cardiff, Chester, Glasgow, Grimsby, Harrogate, London, Edinburgh,
Glasgow, Leeds, Leicester, Liverpool, London, Luton, Manchester, Newcastle upon Tyne,
Newport, Plymouth, Swansea, and Wolverhampton

Principal place of business at which a list of partners names is available
102 Hulse, 1 Little New Street London EC4A 3DF

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