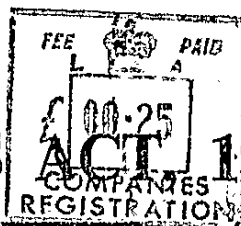


No. of  
Company

896747

Form 41.

**THE COMPANIES ACT 1948**



**COMPANIES  
REGISTRATION**

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).*

Name  
of  
Company

J.H. EASTWOOD

Limited.

PUBLISHED BY

**REICHMANN & WING LIMITED**

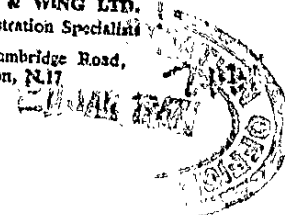
LAW AND COMPANIES STATIONERS AND COMPANIES' REGISTRATION SPECIALISTS

126 GT. CAMBRIDGE ROAD, DEVONSHIRE HILL, LONDON, N.17

TELEPHONE TOTENHAM 2739

PRESENTED BY

REICHMANN & WING LTD.  
Company Registration Specialists  
126 Great Cambridge Road,  
London, N.17



William John Reichmann  
of 10 Kingsdown Ave. London, W.3.

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

or

"A Person named in  
the Articles of Assoc-  
iation as a Director  
or Secretary."

Do solemnly and sincerely declare that I am <sup>(a)</sup> a person named in the  
Articles of Association as Secretary

of

J.H. EASTWOOD

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 115 Moorgate in  
the City of London

the 20th day of January

one thousand nine hundred and ~~sixtyseven~~

Before me,

J. H. Eastwood

\*Delete as  
necessary

\*A Commissioner for Oaths.  
Notary Public.  
Justice of the Peace.

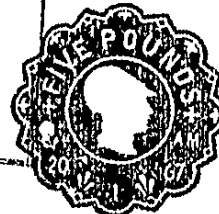
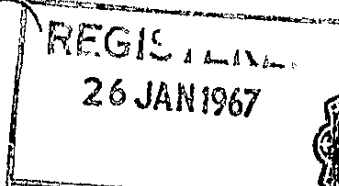


£5

Ⓒ No of Company \_\_\_\_\_

896747/2

Form 25.



15-  
cc 7  
1307

\_\_\_\_\_ J.H. EASTWOOD

\_\_\_\_\_ 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 BY

REICHMANN & WING LIMITED

LAW AND COMPANIES STATIONERS AND COMPANIES' REGISTRATION SPECIALISTS

126 Gt. CAMBRIDGE ROAD, DEVONSHIRE HILL, LONDON, N.17

TELEPHONE TOTTENHAM 2738

PRESENTED BY

Reichmann & Wing Ltd

20 JAN 1967

The NOMINAL CAPITAL of \_\_\_\_\_

J.H. EASTWOOD

\_\_\_\_\_ Limited

is £ 1000 divided into 1000 shares of £ 1 each

Signature



Secretary

\_\_\_\_\_  
State whether Director or Secretary.

Date 20th day of January 1967



COMPANY LIMITED BY SHARES

Memorandum of Association

—OF—

J.H. EASTWOOD LIMITED



1. The name of the Company is:-  
"J.H. EASTWOOD LIMITED"
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) To carry on all or any of the following businesses:  
Haulage contractors, carriers by land, sea, canal, waterway, air or otherwise, general storers and warehousemen, furniture removers, agents for all transport and passenger services, sandpit, quarry, mine and opencast workers and merchants and bulk transporters of sand, ballast, metals, stone, coke, coal, grain, oil, petroleum, milk, beer, sugar and all other commodities, products and materials, and dealers in all such items, wharfingers, exporters and importers, shipping and forwarding agents, packers, hirers out of horse boxes and other vehicles for the conveyance of animals and of all other kinds of vehicles on self-drive or chauffeur-driven basis whether by way of contract or otherwise, coach, omnibus, taxi and motorcar operators, motor, mechanical, diesel, electric, precision and general engineers in all their branches, manufacturers, agents, factors, distributors and wholesale and retail dealers in and of all kinds of new and second-hand motorcars, lorries, cycles, trailers, caravans, motorcycles, boats and other vehicles and craft, parts, accessories, oil, petrol products, coal, coke and other fuels, chemicals, fertilisers and all types of farming, agricultural, building and contractors' supplies, proprietors of garages, service stations, repair shops, caravan and camping sites and all places of refreshment and accommodation, farmers and breeders, provision merchants and all businesses of a like nature.
  - (b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.

- (c) To carry on any other business which may seem to the Board of Directors capable of being carried on conveniently in connection with or as ancillary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.
- (d) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (e) To purchase, take on lease or in exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant, and any real or personal property or properties and chattels which the Board of Directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, and pay for any assets acquired by the Company in cash or shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- (f) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.

(g)

(h)

(i)

(j)

(k)

(l)

(m)

- (g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar wholly or in part to the objects of the Company, whether directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.
- (h) To enter into partnerships or into any arrangement for sharing profits, union of interests, reciprocal concessions, co-operation, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- (i) To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debentures or debenture stock, mortgages and charges, perpetual or otherwise, charged upon all or any of the Company's undertaking or property, both real and personal, present and future, including its uncalled capital; and for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any Building Society.
- (j) To make, draw, accept, endorse, negotiate, discount and execute bills of exchange, promissory notes or other negotiable instruments.
- (k) To advance and lend money, with or without security, to such persons and upon such terms and subject to such conditions as may seem expedient.
- (l) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing or assisting to place any of the shares in the capital of the Company or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To amalgamate with any other company with objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding-up of the Company).

- (n) To distribute among the Members in specie any property of the Company or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (o) To receive money on deposit or loan and to give credit to or guarantee, or become security for the performance of any contract by any person, company or association and to grant instalment, hire purchase and leasing facilities upon such terms as may seem desirable in the interests of the Company.
- (p) To support or subscribe to any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a Director, employee or otherwise, and his family and dependants, to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.
- (q) 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 the Company, or of undertaking any business or operations which seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.
- (r) To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (s) To procure the Company to be registered or recognised in any country or place abroad.
- (t) To erect, construct, alter and maintain any plant, machinery, buildings or other structures which may be convenient for the business of the Company.



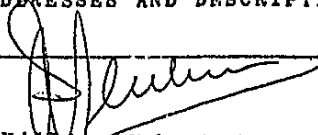
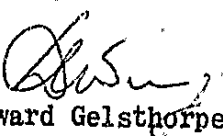
- (u) To remunerate the Directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.
- (v) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.
- (w) To carry out all or any of the objects of the Company in any part of the world either alone as principals or as agents, trustees, contractors, sub-contractors or in partnership or conjunction with any other person, firm, association, company or other body, or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise.
- (x) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the word 'Company' in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. It is also 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 £1000 divided into 1000 Shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

1  
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.

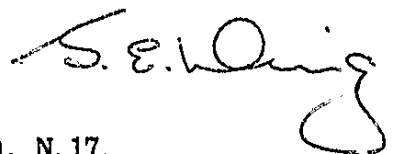
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares (in words) taken by each Subscriber
 William John Reichmann, 10, Kingsdown Avenue, East Acton, London, W.3.  Company Director.	One
 Donald Edward Gelsthorpe Wing, 126, Gt. Cambridge Road, Devonshire Hill, London, N.17.  Company Director.	One

DATED this 19th day of January, 1967.

WITNESS to the above Signatures:

Sheila Elizabeth Wing,  
126, Gt. Cambridge Road,  
Devonshire Hill, London, N.17.

Secretary.



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

J.H. EASTWOOD LIMITED



scriptions  
to a Com-  
tion, and  
res in the  
ive names.

Number of  
Shares  
(in words)  
ken by each  
Subscriber

One

PRELIMINARY

1. Clause 1 of Part I of Table A of the First Schedule to the Companies Act, 1948, shall apply for the purpose of construing these Articles.

2. The Company is a private company and the regulations contained or incorporated by reference in Part II of Table A, save in so far as they are hereinafter excluded and subject to the modifications hereinafter contained, shall be, together with these Articles, the regulations of the Company.

One

3. Clauses 24, 53, 71, 75, 79, 96 and 97 in Part I of Table A shall not apply to the Company.

SHARES

4. Subject to any directions which may be given by a General Meeting and to the other regulations of the Company, the shares in the capital of the Company may be allotted or otherwise disposed of for such consideration and upon such terms and at such times as the Directors may determine, but so that, except as provided by the Act, no shares shall be issued at a discount. When shares are issued at a premium, whether for cash or otherwise, the provisions of section 56 of the Act shall be observed.

5. Subject to any direction which may be given by a General Meeting all shares forming part of the original capital of the Company and for the time being unissued and all new shares shall, before issue be offered to members of the Company in proportion, as nearly as possible, to the number of shares held by them. The offer shall be made by notice specifying the number of shares offered and limiting the time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made, that he declines the shares comprised in such offer,

ing.

the Directors may dispose of those shares (subject to the other regulations of the Company) in such manner as they think proper. The Directors may likewise dispose of any such original or new shares as aforesaid which, by reason of any difficulty in apportioning the same, cannot be conveniently offered in accordance with the foregoing provisions.

#### LIEN

6. The lien conferred by Clause 11 of Part I of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted within the meaning of that Clause whether he be the sole holder or one of two or more joint holders thereof.

#### TRANSFER OF SHARES

7. Any share may be transferred by a member to a person who is already a member or to a relative of such member, or in the case of a member which is a company to a subsidiary or fellow subsidiary company thereof, and any share standing in the name of a deceased member may be transferred to any person becoming entitled under his or her will or intestacy or to such deceased member's personal representatives and, on any change of the trusteeship of shares held upon trusts, such shares may be transferred to the new and continuing trustees. The provisions of Clause 3 of Part II of Table A shall take effect subject to the provisions of this Article.

8. A member wishing to dispose of all or any of his shares other than in accordance with the provisions of Article 7 shall give notice of the fact to the Directors and such notice shall constitute the Company as the agent of the transferor member for the purpose of effecting the transfer and all matters appertaining thereto. The Directors shall offer the said shares to the remaining members in proportion to their then holding of shares on the date when the offer is made and such members shall have an option to purchase all or any of the shares offered to them, this option remaining open for three calendar months from the date on which the offer is made. If, within this period, a purchasing member is found such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the transferor member, who shall be bound on payment of the fair value to transfer the share or shares to the purchasing member. If the transferor member fails to complete the transfer, the Directors may authorise some person to transfer the share or shares to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share or shares. The transferor member shall deliver up his certificate and shall thereupon be paid the purchase money. In the event of any dispute as to the value

of the shares, the transfer of the shares shall be effected at a fair price as fixed by the Auditor for the time being to the Company; if there is no dispute as to the value of the shares they may be transferred at any agreed price. Any shares not taken up before the offer lapses may, within a further period of twenty-eight days be transferred by the transferor member to any other person, provided that this Article shall not in any way remove from the Directors the power to refuse any transfer (other than a transfer made in accordance with Article 7) of which they disapprove.

9. The proviso at the end of Clause 32 of Part I of Table A shall be omitted.

#### PROCEEDINGS AT GENERAL MEETINGS

10. Clause 58 in Part I of Table A shall be modified by the omission of the word 'three' and the substitution of the word 'two' in paragraph (b).

#### BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, 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.

#### DIRECTORS

12. The Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be obliged to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age. The words 'or 185' shall be omitted from paragraph (a) of Clause 88 of Part I of Table A.

13. The words 'in general meeting' shall be added at the end of Clause 78 of Part I of Table A.

14. A Director may vote in respect of any contract or arrangement in which he is interested, and sub-clause (2) of Clause 84 of Part I of Table A shall not apply to the Company. Sub-clause (4) of the said Clause 84 shall apply to the Company as though the words 'other than his own appointment or the arrangement of the terms thereof' were omitted.

15. Without prejudice to section 184 of the Act, the Company may by Extraordinary Resolution remove a Director before the expiration of his period of office and by Ordinary Resolution appoint another person as Director in his place. Such person appointed as aforesaid shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

16. Any Director may by notice in writing to the Company appoint any person approved by resolution of the Directors to be an alternate Director to represent such Director and may limit his powers, duties and rights and remove him from office without notice to him. Such alternate Director while he holds office shall be entitled to notices of meetings of Directors and in the absence of the Director whom he represents to have and exercise all the powers, duties and rights which the Director appointing him would have had at such meetings, including the right to attend, speak and vote thereat, but he shall not require any qualification nor shall he be entitled to any remuneration from the Company and he shall ipso facto vacate office if and when the Director whom he represents vacates office. A person acting as an alternate Director shall be an officer of the Company and shall not be deemed to be the agent of the person whom he represents.

17. Until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than five.

#### FIRST DIRECTORS AND SECRETARY

✓ 18. The first Secretary shall be William John Reichmann. The first Directors shall be appointed by the Company in General Meeting.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---



William John Reichmann,  
10, Kingsdown Avenue,  
East Acton, London, W. 3.

Company Director.



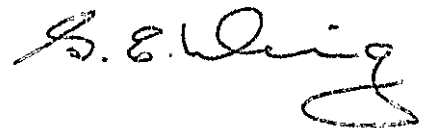
Donald Edward Gelsthorpe Wing,  
126, Gt. Cambridge Road,  
Devonshire Hill, London, N. 17.

Company Director.

---

DATED this 19th day of January, 1967.

WITNESS to the above Signatures:



Sheila Elizabeth Wing,  
126, Gt. Cambridge Road,  
Devonshire Hill, London, N. 17

Secretary.

DUPLICATE FOR THE FILE.

No. 896747



## Certificate of Incorporation

I Hereby Certify that

J. H. EASTWOOD LIMITED

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

Given under my hand at London this TWENTY-SIXTH DAY OF JANUARY  
ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

*L. S. Whitfield*  
Assistant Registrar of Companies.

Certificate  
received by

*[Signature]*

Date

26. 1. 67



7/10. / /

58/36

The Companies Act, 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

J. H. EASTWOOD LIMITED

Passed the 20th day of September 1968

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 20th day of September 1968, at Four Mile Works, Newmillerdam, Wakefield the following SPECIAL RESOLUTION was duly passed:-

'That Sub-paragraph (i) of Paragraph 3, of the Company's Memorandum of Association be re-designated (i) (1) and that the following Sub-Paragraph be added thereto, namely:-

"(i) (2) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium), of, and dividends or interest on any stocks, shares or securities of any company firm or person, and in particular (but without limiting the generality of the foregoing) of any body corporate which is for the time being the Company's Holding Company as defined by Section 154 of the Companies Act, 1948, or another subsidiary, as defined by the said section, of the Company's Holding Company, or otherwise associated with the Company in business."

*W. H. Eastwood & Co.  
Lurgan, N.I.  
London W.1*

*W. H. Eastwood*  
Director

20 SEP 1968

7/1  
20/56  
The Companies Acts, 1948 to 1967

COMPANY LIMITED BY SHARES

**Memorandum of Association**  
OF  
**J. H. EASTWOOD LIMITED**

*(as altered by Special Resolution passed on  
the 20th day of September, 1968)*

✓  
Haulage  
Contractors.

✓ 1. The Name of the Company is "J. H. EASTWOOD LIMITED".

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

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

- ✓ (A) To carry on all or any of the following businesses:  
Haulage contractors, carriers by land, sea, canal, waterway, air or otherwise, general storers and warehousemen, furniture removers, agents for all transport and passenger services, sandpit, quarry, mine and open-cast workers and merchants and bulk transporters of sand, ballast, metals, stone, coke, coal, grain, oil, petroleum, milk, beer, sugar and all other commodities, products and materials, and dealers in all such items, wharfingers, exporters and importers, shipping and forwarding agents, packers, hirers out of horse boxes and other vehicles for the conveyance of animals and of all other kinds of vehicles on self-drive or chauffeur-driven basis whether by way of contract or otherwise, coach, omnibus, taxi and motorcar operators, motor, mechanical, diesel, electric, precision and general engineers in all their branches, manufacturers, agents, factors, distributors and wholesale and retail dealers in and of all kinds of new and second-hand motorcars, lorries, cycles, trailers, caravans, motorcycles, boats and other vehicles and craft, parts, accessories, oil, petrol products, coal, coke and other fuels, chemicals, fertilisers and all types of farming, agricultural, building and contractors' supplies, proprietors of garages, service stations, repair shops, caravan and camping sites and all places of refreshment and accommodation, farmers and breeders, provision merchants and all businesses of a like nature.

②

Handwritten signature and stamp.

- ✓ (B) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.
- ✓ (C) To carry on any other business which may seem to the Board of Directors capable of being carried on conveniently in connection with or as ancillary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.
- ✓ (D) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- ✓ (E) To purchase, take on lease or in exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant, and any real or personal property or properties and chattels which the Board of Directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, and pay for any assets acquired by the Company in cash or shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- ✓ (F) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.
- ✓ (G) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar wholly or in part to the objects of the Company, whether

directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.

- ✓ (H) To enter into partnerships or into any arrangement for sharing profits, union of interests, reciprocal concessions, co-operation, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- ✓ (I) (1) To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debentures or debenture stock, mortgages and charges, perpetual or otherwise, charged upon all or any of the Company's undertaking or property, both real and personal, present and future, including its uncalled capital; and for the purposes of or in connection with borrowing or raising of money by the Company, to become a member of any Building Society.
- ✓ (2) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium), of, and dividends or interest on any stocks, shares or securities of any company firm or person, and in particular (but without limiting the generality of the foregoing) of any body corporate which is for the time being the Company's Holding Company as defined by Section 154 of the Companies Act, 1948, or another subsidiary, as defined by the said section, of the Company's Holding Company, or otherwise associated with the Company in business.
- ✓ (J) To make, draw, accept, endorse, negotiate, discount and execute bills of exchange, promissory notes or other negotiable instruments.
- ✓ (K) To advance and lend money, with or without security, to such persons and upon such terms and subject to such conditions as may seem expedient.
- ✓ (L) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company

for services rendered in placing or assisting to place any of the shares in the capital of the Company or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

- ✓ (M) To amalgamate with any other company with objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding-up of the Company).
- ✓ (N) To distribute among the Members in specie any property of the Company or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- ✓ (O) To receive money on deposit or loan and to give credit to or guarantee, or become security for the performance of any contract by any person, company or association and to grant instalment, hire-purchase and leasing facilities upon such terms as may seem desirable in the interests of the Company.
- ✓ (P) To support or subscribe to any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a Director, employee or otherwise, and his family and dependants, to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.
- ✓ (Q) 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 the Company, or of undertaking any business or operations which seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.
- ✓ (R) To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- ✓ (S) To procure the Company to be registered or recognised in any country or place abroad.
- ✓ (T) To erect, construct, alter and maintain any plant, machinery, buildings or other structures which may be convenient for the business of the Company.

- ✓ (u) To remunerate the Directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.
- ✓ (v) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.
- ✓ (w) To carry out all or any of the objects of the Company in any part of the world either alone as principals or as agents, trustees, contractors, sub-contractors or in partnership or conjunction with any other person, firm, association, company or other body, or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise.
- ✓ (x) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

✓ It is hereby declared that the word 'Company' in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. It is also 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 £1,000 divided into 1,000 Shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

Still pld

COMPANY LIMITED BY SHARES.

**Resolutions**

OF


J.H. EASTWOOD LIMITED ✓

(Passed the 12th day of February, 1974)

at an Extraordinary General Meeting of the Company duly convened and held at Four Mile Works, Newmillerdam, near Wakefield, on the 12th day of February 1974 the following Resolution was duly passed as a Special Resolution:-

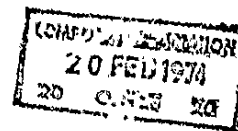
RESOLUTION

That the regulations contained in the printed document submitted to the Meeting and for the purpose of identification subscribed by the Chairman thereof, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

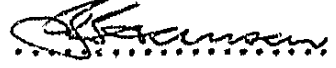
  
J. HANSON  
Chairman

Presented by:-

Booth & Co. ( )  
Phoenix House  
South Parade  
LEEDS LS1 1HQ



These are the regulations referred to in the Special Resolution  
of the Company dated the 12th day of February, 1974  
The Companies Acts 1948 to 1967

  
Chairman

C O M P A N Y   L I M I T E D   B Y   S H A R E S

ARTICLES OF ASSOCIATION

of

J.H. EASTWOOD LIMITED

(Adopted by Special Resolution passed on 12th February 1974.)

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (as amended by the Companies Act. 1967) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company. References herein to regulations are to regulations in Part I of the said Table A unless otherwise stated. The regulations in any Table A applicable to the Company under any former enactment relating to companies shall not apply.

PRIVATE COMPANY

2. The Company is a private company and accordingly the restrictions contained in regulation 2 of Part II of Table A shall apply.

SHARE CAPITAL

3. All unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

TRANSFER OF SHARES

4. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 shall be modified accordingly.

5. Subject to the provisions of regulation 24 any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

6. The Company shall not charge transfer or registration fees. References to fees in regulations 25 and 28 shall be disregarded.



## PROCEEDINGS AT GENERAL MEETINGS

7. Two members present in person or by proxy shall be a quorum at any General Meeting. Regulation 53 shall be modified accordingly.
8. A poll may be demanded at any General Meeting by the Chairman, or by any member present in person or by proxy and entitled to vote. Regulation 58 shall be modified accordingly.
9. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 70 and 71 shall not apply.
10. A resolution in writing signed by the holders of not less than 90% in aggregate of the issued Ordinary Shares shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

## DIRECTORS

11. Subject as hereinafter provided the Directors shall not be less than two in number. The Company may by Ordinary Resolution from time to time vary the minimum number and/or fix and from time to time vary a maximum number of Directors. Regulation 75 shall not apply.
12. A Director shall not be required to hold any shares of the Company by way of qualification. Regulation 77 shall not apply. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings.
13. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company. Regulation 76 shall not apply.
14. In regulation 79 the proviso restricting the borrowing and charging powers exercisable by the Directors shall not apply.
15. A Director may be interested, directly or indirectly, in any contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and (save as

otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulation 84 shall be extended accordingly.

16. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 shall be modified accordingly.

17. The office of a Director shall be vacated in any of the events specified in regulation 88 save that a Director shall vacate office under paragraph (F) of such regulation only if in the circumstance therein mentioned the Directors by resolution so determine. The office of a Director shall also be vacated if he shall in writing offer to resign and the Directors shall resolve to accept such offer.

18. The Directors shall not be subject to retirement by rotation. Regulations 89 to 94 and the second sentences of regulations 95 and 97 shall not apply.

19. A resolution in writing signed by all the Directors shall be as effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form, each signed by one or more of the Directors. Regulation 106 shall not apply.

20. Regulations 107 to 109 shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

#### ALTERNATE DIRECTORS

21. (A) Any Director may at any time by writing under his hand and deposited at the registered office, or delivered at a meeting of the Directors, appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved.

(B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director (retirement at any General Meeting at which the Director is re-elected being for such purpose disregarded).

(C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements and to be

## INDEMNITY

*Erasmus*

**Sagar  
Croudson**  
Chartered Accountants

Elizabeth House  
Queen Street  
Leeds LS1 2TW  
Leeds (0532) 435402/435513  
Fax (0532) 424326

Our Ref: APS/PJG/H153

Your Ref:

The Secretary,  
R. Hanson and Son Limited.,  
Park House,  
Wentworth Industrial Park,  
BARNESLEY.  
S75 3DH

19th July, 1988

Dear Sir,

R. Hanson & Son Limited.,  
N.M.I. Truck Bodies Limited.,  
Cutts and Fletcher Limited.,  
J.H. Eastwood Limited.,  
H. Lockwood's Successors Limited.,  
M. Lodge and Company Limited.,  
Nova Plant and Fuel Services Limited.,  
Seckar Pump Installations Limited.,  
Spen Transport Limited.,  
W.A. Sturgeon and Son Limited.,

We hereby submit our resignation as Auditors of R. Hanson and Son Limited., and its current subsidiary Companies as listed above with effect from the 21st July, 1988.

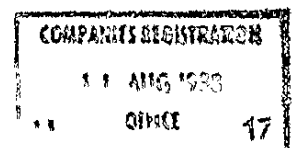
We confirm that we have no outstanding claims against the Company or its subsidiaries save in respect of Fees for professional services for the period from 5th February, 1988 to the 21st July, 1988 estimated to be not more than £10,000.

As required by Section 390 (2) of the Companies Act 1985 we confirm that there are no circumstances which we consider should be brought to the notice of the Members or the Creditors of the Company.

Yours faithfully,

*Sagar Croudson*

SAGAR CROUDSON



Partners: D. Croudson G.G. Wilson R. Croudson A.F. Sergeant E. Longman F.P. Naylor P.M. Tupper A.P. Reed  
M. Friedman B.J. Randonas G.W. Sykes D.W. Townsend

Offices at Kendal, Manton and Garskeby

The address for purposes of Section 4, Directors Names Act 1985 is Elizabeth House, Queen Street, Leeds LS1 2TW

Authorised to carry on investment business by the Institute of Chartered Accountants in England and Wales



No. of Company 896747

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION  
OF  
J.H. EASTWOOD LIMITED  
(Passed on 20th June 1994)

At the ANNUAL GENERAL MEETING of the above named Company duly convened and held at St. Vincent House, Normanby Road, Scunthorpe, South Humberside on Monday 20th June 1994, the following Resolution was passed as a SPECIAL RESOLUTION

RESOLUTION

"That pursuant to the provisions of Section 250 of the Companies Act 1985, no auditors be appointed by the Company".

The above RESOLUTION is certified as being a true copy of the Resolution passed at the Annual General Meeting of the Company held on Monday 20th June 1994.



J.A. HODGSON  
Secretary

PRESENTED BY:-

Mr. J.A. Hodgson,  
Company Secretary,  
Clugston Group Limited,  
St. Vincent House,  
Normanby Road,  
SCUNTHORPE,  
South Humberside.  
DN15 8QT



\*ACHBP3CG\*

RECEIPT DATE: 29/07/94