

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

41aPlease do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering*delete if
inappropriate

For official use

☐

Company number

☐ 1742061

Name of company

 CASTLE OILS Limited*

I, NIGEL LEONARD BLOOD, _____
 of 84 Temple Chambers, _____
 Temple Avenue, _____
 London, EC4Y 0HP _____

do solemnly and sincerely declare that I am a person named as Secretary of the Company
 in the statement delivered under section 21 of the Companies Act 1976 _____
 of _____

CASTLE OILS

Limited*

and that all the requirements of the Companies Acts 1948 to 1980 in
 respect of the registration of the said company and of matters
 precedent 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 Temple Chambers, _____
 Temple Avenue, _____
 in the City of London, _____

the 6th day of July
 One thousand nine hundred and eighty three

before me [Signature]
 A Commissioner for Oaths†

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

The London Law Agency Ltd.,
 Temple Chambers,
 Temple Avenue,
 London, EC4Y 0HP.

For official use
 General Section

Post room

**The London Law Agency Limited**

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers

Tel: 01-353 9471 (10 lines)

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

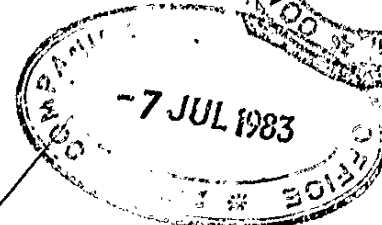
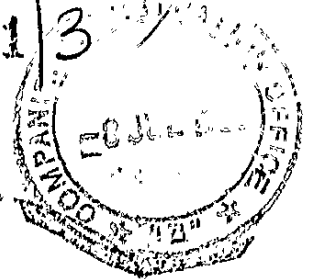
OF

CASTLE OILS LIMITED



1742061

3



1. The Name of the Company is "CASTLE OILS LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
 - (A) To carry on all or any of the businesses of suppliers distributors merchants importers exporters extractors reclaimers filterers purifiers refiners distillers and blenders of and dealers in oils for domestic and commercial central heating systems and fuel oils and petroleum products and oils of every description oleaginous and saponaceous compounds tallow glycerine and all other oil-yielding substances and the by-products thereof fats greases and waste matter of all kinds distributors manufacturers and merchants of and dealers in oil heating appliances apparatus accessories materials equipment and supplies of all kinds calor gas distributors and of and in barrels drums casks kegs cans containers and other receptacles garage owners proprietors of stores and depots for the supply of petroleum products oil lubricants and all commodities allied thereto haulage and transport contractors motor mechanical and general engineers insurance agents and general merchants agents factors and traders; and to manufacture buy sell alter repair and deal in plant machinery apparatus materials articles and things of all kinds which are capable of being used for the purpose of any of the businesses hereinbefore mentioned or any other business which may be conveniently carried on in connection therewith or which may be required by customers of or persons having dealings with the Company.

Presented by:-
THE LONDON LAW AGENCY LTD.,
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON, EC4Y 0DP.

65 MH/STOKE/PATT 10

(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business, 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.

(F) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(G) To receive money on deposit or loan upon such terms as the Company may approve.

(H) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated 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 debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business.

(I) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation 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 for the time being the Company's Holding or Subsidiary company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business 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 dependents 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 exhibition 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.

(J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(R) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(S) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal 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.


(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(V) To do all such things as are incidental or conducive to the above objects or any of them.

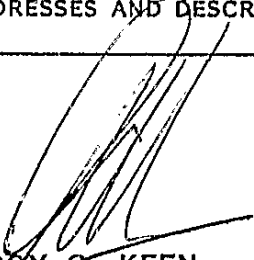

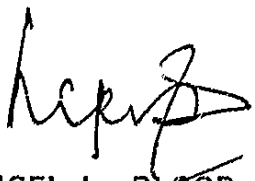

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

4. The liability of the Members is limited.

5. The share capital of the Company is £10,000 divided into 10,000 shares of £1 each.



WE, the several persons whose Names, Addresses and Descriptions are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
 ROY C. KEEN, Temple Chambers, Temple Avenue, London EC4Y 0HP. Company Director.	One 
 NIGEL L. BLOOD, Temple Chambers, Temple Avenue, London EC4Y 0HP. Company Director.	One 

Dated the 1st day of July, 1983.

Witness to the above Signatures:-



J. JEREMY A. COWDRY,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

Company Director.

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CASTLE OILS LIMITED

PRELIMINARY

1742061/4

1. The Regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter referred to as "Table A") as modified by the Companies Acts 1948 to 1981 (as defined by Section 119 (2) of the Companies Act 1981) shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 3, 10, 11, 24, 75, 77 and 79 of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Regulations of the Company.

2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any Shares in or Debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any Shares in or Debentures of the Company with a view to all or any of those Shares or Debentures being offered for sale to the public.

SHARES

3. The Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 14 (10) of the Companies Act 1980) of the Company to such persons and generally on such terms and in such manner as they think fit.

4. (i) The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting.

(ii) The Directors shall be entitled under the general authority conferred by Article 3 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

5. Section 17 (1) of the Companies Act 1980 shall not apply to any allotment of Shares in the Company.

6. Subject to the provisions of Part III of the Companies Act 1981 the Company may:-

- (A) issue any Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;
- (B) purchase its own Shares (including any redeemable Shares);
- (C) make a payment in respect of the redemption or purchase under Section 45 or (as the case may be) Section 46 of the Companies Act 1981 of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares.

7. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any Member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to all dividends payable thereon.

GENERAL MEETINGS

8. Clause 54 of Table A shall be read and construed as if the last sentence ended with the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

DIRECTORS

9. Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as to the number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.

10. The first Director or Directors of the Company shall be the person or persons named in the Statement delivered under Section 21 of the Companies Act 1976. If the instrument of appointment of a Director so provides, he shall be a Permanent Director and not subject to retirement by rotation; and Clauses 39 to 94 (inclusive) of Table A shall not apply to any Permanent Director.

11. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company; and Clause 134 of Table A shall be modified accordingly.

12. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

13. 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 of Table A shall be modified accordingly.

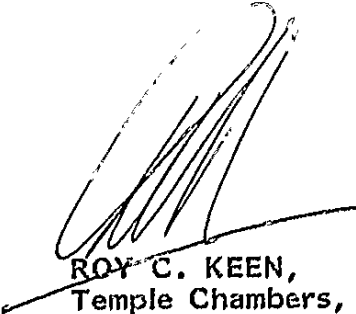
ALTERNATE DIRECTORS

14. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

TRANSFER OF SHARES

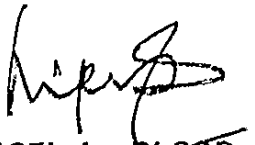
15. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



ROY C. KEEN,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

Company Director.


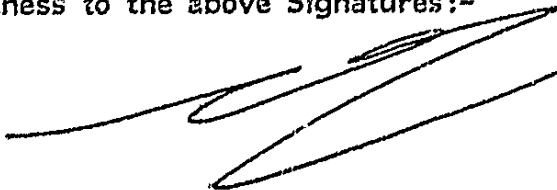


NIGEL L. BLOOD,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

Company Director.

Dated the 1st day of July, 1983.

Witness to the above Signatures:-



J. JEREMY A. COWDRY,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

Company Director.



Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering*delete if
inappropriate

Company number

1742061 S

Name of Company

CASTLE OILS

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below84 Temple Chambers,
Temple Avenue,
London, EC4Y 0HPIf the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

The London Law Agency Limited
84 Temple Chambers, Temple Avenue, London, EC4Y 0HPIf the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statementPresenter's
reference (if any)The London Law Agency Limited
84 Temple Chambers,
Temple Avenue,
London, EC4Y 0HP
Telephone: 01-353 9471
Telex: 23553for official use
General section

Post room

**The London Law Agency Limited**

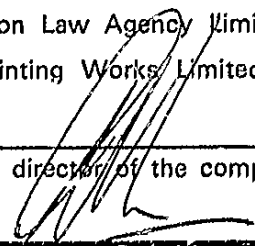
TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers

Tel: 01-353 9471 (10 lines)

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

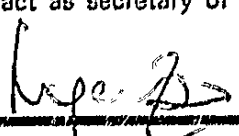
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Name (note 2)	Roy Charles Keen	Business occupation	Company Director
Former name(s) (note 3)		Nationality	English
Address (note 4)	84 Temple Chambers, Temple Avenue, London, EC4Y 0HP	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
The London Law Agency Limited West's Printing Works Limited			
I hereby consent to act as director of the company named on page 1			
Signature		Date	1 JUL 1983

Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948.

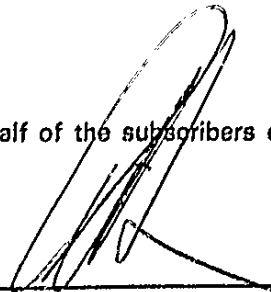
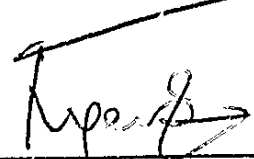
The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	Nigel Leonard Blood
Former name(s) (note 3)	
Address (notes 4 & 7)	84 Temple Chambers, Temple Avenue, London, EC4Y 0HP
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 1 JUL 1983

Important

The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948.

Signed by or on behalf of the subscribers of the memorandum*

Signature		[Subscriber]	Date	11 JUL 1983
Signature		[Subscriber]	Date	11 JUL 1983

*as required by section 21(3) of the Companies Act 1976

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1742061

I hereby certify that

CASTLE OILS LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the

26TH JULY 1983

A handwritten signature in dark ink, appearing to read 'D. C. H. Dushier'.

D. C. H. DUSHER

an authorised officer

A

THE COMPANIES ACTS 1948 TO 1976

Form No. 2

Notice of accounting reference date

Pursuant to section 2(1) of the Companies Act 1976

2

Please do not
write in this
binding margin

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

*delete if
inappropriate

To the Registrar of Companies

For official use

Company number

1742061

Name of company

CASSELL OILS
Limited*

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important
The accounting
reference date
to be entered
alongside should
be completed as
in the following
examples:

Please mark X in the box below if a public company

Day	Month	
3	1	X

31 March

Day	Month
3	1

5 April

Day	Month
0	5

31 December

Day	Month
3	1

† delete as
appropriate

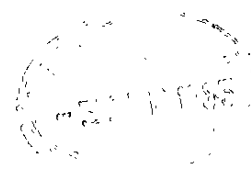
Signed A. S. Hughes [Director] [Secretary]† Date 2nd Sept. 1983

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

S. Paterson Brodie & Co.
Univision Place.
London.
Stock-ex. Trade

For official use
General Section

Post room



The London Law Agency Limited

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers

Tel: 01 353 9471 (10 lines)

Company Number 1742061

10

Special Resolution

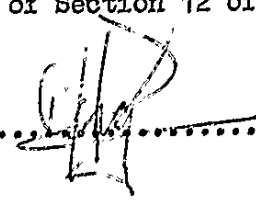
of

Castle Oils Ltd.

Passed 16th August 1985

At a general meeting of the company, duly convened, and held at 7 Castel Close, Seabridge, Newcastle-under-Lyme on 16th August 1985 the following Special Resolution was duly passed:-

That the company exclude Section 14 (1) of the Companies Act 1976 from applying as from the date of incorporation to 31st July 1984 the company has been dormant within the meaning of Section 12 of the Companies Act 1981.

Signed  Director



Michael P. Sigley, F.C.A.

CHARTERED ACCOUNTANT

TELEPHONE (0782) 615139

23 Merrial Street
Newcastle-under-Lyme
Staffs. ST5 2AF

The Managing Director
Castle Oils Ltd
Chemical Lane
Longport
Stoke on Trent

1742001

MPS/DCB/802

Dear Sir

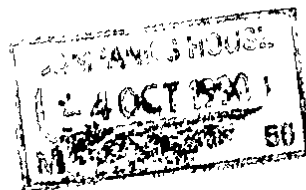
I hereby tender my resignation as auditor to the company, effective as from the date shown below.

In accordance with S.390(2)(a) C.A.1985 I confirm that there are no circumstances connected with my resignation which should be brought to the attention of the members or creditors.

Yours sincerely

M P Sigley
..... M P Sigley

19th September 1990
..... Date



**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 as inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

1742061

Name of company

* CASTLE CILS LIMITED

* Insert full name of company

Note

Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

2. 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

Day Month

3 1 0 3

3. The current accounting reference period of the company is to be treated as [shortened][extended]† and [is-to-be treated as having come to an end][will come to an end]† on

Day Month Year

3 1 0 3 1 9 9 1

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking. †

_____, company number _____

the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

6. Signed *A W. Sandland*

Designation‡

Secretary

Date

2-10-90

‡ Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

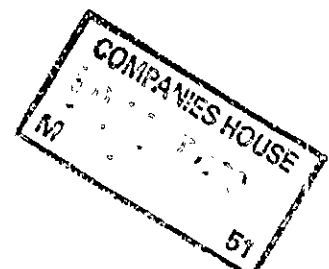
Presenter's name address
telephone number and reference (if any):

A W. SANDLAND

NSM plc.
CARLTON HOUSE, CARLTON ROAD,
WORKSOP, NOTTS. S81 7QF

For official use
D.E.B.

Post room



Company No. 1742061

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

CASTLE OILS LIMITED
SPECIAL RESOLUTIONS
passed on 18th January, 1991

At an Extraordinary General Meeting of Castle Oils Limited held on 18th January, 1991 the following resolutions were duly passed as special resolutions:-

SPECIAL RESOLUTIONS

1. That Clause 3 of the Memorandum of Association of the Company be and is hereby altered by:-

(i) the addition after clause 3(H) of the following new paragraph:-

"3(HH) As separate, independent and distinct main objects:-

(i) to give guarantees and/or indemnities of any kind whatsoever of or in respect of any indebtedness and/or other obligation of or binding on the Company and/or of or in respect of any indebtedness, guarantee, indemnity and/or other obligation of or binding on any other member of the Company's Group or any other person, firm or company, and in particular (but not by way of limitation) of or in respect of the payment of any capital, principal, premium, dividend, interest or other indebtedness of any kind whatsoever (whether or not of or in respect of shares, debentures or other securities), and/or of or in respect of the performance of any contract or obligation;

(ii) to secure any indebtedness and/or other obligation of or binding on the Company, and/or any indebtedness, guarantee, indemnity and/or other obligation of or binding on any other member of the Company's Group or any other person, firm or company, in any manner whatsoever, and in particular (but not by way of limitation) by mortgage and/or charge and/or other security on, over or with respect to all or any part of the business, undertaking, property, assets, revenues and/or rights (in each case whether present or future) and/or the uncalled capital of the Company, and/or by the creation, issue and/or deposit of

COMPANIES HOUSE

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LONDON

31 JAN 1991

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debentures, debenture stock, bonds and/or other securities of any kind upon any terms whatsoever, and to purchase, redeem or pay off any of the same.

For the purpose of this paragraph, the "Company's Group" means the Company, its subsidiaries, any holding company of the Company and any subsidiary of any such holding company (each as defined in Section 736 Companies Act 1985) and any other company in which such company owns shares or other securities."

2. That it is desirable in the interests of the Company that the Company enter into the Debenture (in the form produced to the meeting), that the Company irrevocably and unconditionally becomes bound by the provisions of the Security Agreement and shall assume all liabilities and obligations expressed to be assumed by a Charging Company in the Security Agreement (the form of which is produced to the Meeting) in all respects, that the Company jointly and severally with the other Charging Companies, unconditionally and irrevocably guarantees to, and agrees with, the Trustee and each other Secured Creditor in the terms set out in Clause 3 of the Security Agreement and to support such guarantees and indemnities by granting the fixed and floating charges in the Debenture and that the Directors be authorised and requested to execute and deliver for such purpose the Debenture and the Deed of Accession in the form of the proposed execution texts produced to this Meeting with such modifications (if any) as the Directors may think fit to approve and to approve and execute and deliver any other related documents. Any Director may vote and be counted in the quorum on any resolution concerning the same notwithstanding that he is also a Director of any subsidiary or holding company (each as defined in Section 736 of the Companies Act 1985) of the Company or otherwise concerned or interested in such matter and this Resolution shall have overriding effect as against the Articles of Association to any extent necessary to give full effect hereto.

.....
Chairman

G**Notice of increase
in nominal capital****123**

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

Name of company

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1742061

Castle Oils Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 13 May 1991 the nominal capital of the company has been increased by £161908.00 beyond the registered capital of £10000.00.

A copy of the resolution authorising the increase is attached.

The conditions (eg voting rights, dividend rights, winding-up rights etc) subject to which the new shares have been or are to be issued are as follow:

Pari passu with existing issued shares.

Please tick if continuation
sheet(s) are attached

☐

Signed



Designation

Secretary

Date 17-5-91

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

A W SANDLAND
NSM plc
Carlton House, Carlton Road
WORKSOP
Notts S81 7QF

For official use
General section

Post room

COMPANIES ACT

21 MAY 1991

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Company No: 1742061
The Companies Act 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS
OF
CASTLE OILS LIMITED

passed 13th May, 1991

At an Extraordinary General Meeting of the Company duly convened and held on 13th May, 1991 the following Resolutions were duly passed:-

ORDINARY RESOLUTION

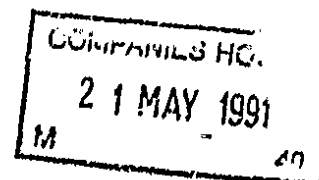
THAT the authorised share capital of the Company be increased to £171,908 by the creation of 161,908 additional Ordinary shares of £1.00 each.

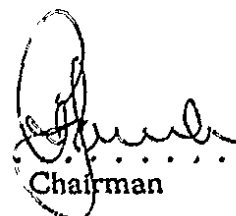
ORDINARY RESOLUTION

THAT pursuant to Section 80 of the Companies Act 1985, the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of the Section) in the capital of the Company up to a maximum nominal amount of £161,908 provided that this authority shall, unless previously revoked or varied by the Company in General Meeting, expire on the fifth anniversary of the date of the passing of this Resolution, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

THAT pursuant to Section 95 of the Companies Act 1985, the Directors be empowered to allot equity securities in the capital of the Company pursuant to the authority conferred by the above Resolution as if Section 89(1) of the Act did not apply to any such allotment.




Chairman

Company No. 1742061

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

CASTLE OILS LIMITED

SPECIAL RESOLUTION
passed on 10 July 1991

At an Extraordinary General Meeting of Castle Oils Limited held on [10] July 1991 the following was duly passed as a special resolution:-

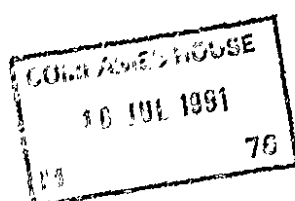
SPECIAL RESOLUTION

1. That it is desirable in the interests of the Company that the Company should guarantee and give indemnities and grant security in respect of all Liabilities (as defined in the Original Instrument of Charge) and to support such guarantees and indemnities and to secure such Liabilities by granting the charge in the Instrument of Charge (the form of the Instrument of Charge, is produced to the Meeting) and that the Company be bound by the terms of the original Instrument of Charge and that the Directors be authorised and requested to execute and deliver for such purpose the Instrument of Charge in the form of the proposed execution text produced to this Meeting with such modifications (if any) as the Directors may think fit and to approve and execute and deliver any other related documents. Any Director may vote and be counted in the quorum on any resolution concerning the same notwithstanding that he is also a Director of any subsidiary or holding company (each as defined in Section 736 of the Companies Act 1985) of the Company or otherwise concerned or interested in such matter and this Resolution shall have overriding effect as against the Articles of Association to any extent necessary to give full effect hereto.


.....
Secretary

Dated: 10 July 1991

CDJ\$157\$1.28



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COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares.

155(6)a

Please do not write in this margin

Pursuant to section 155(6) 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

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1742061

Note
Please read the notes on page 3 before completing this form

Name of company

* CASTLE OILS LIMITED

*Insert full name of company

†Insert name(s) and address(es) of all the directors

Met KENNETH SWIFT of "LONGRICE" 217 HADY HILL CHESTERFIELD
JEREMY SIMON SWIFT of 301 MANER ROAD BRIMINGTON CHESTERFIELD

§Delete as appropriate

~~I, the sole director~~ all the directors of the above company do solemnly and sincerely declare that:
The business of the company is:

†Delete whichever is inappropriate

~~(a) that of a (business) bank, licensed institution or financial institution~~
~~(b) that of a person or persons who are not, or are not, in the ordinary course of business~~
(c) something other than the above

The company is proposing to give financial assistance in connection with the acquisition of shares in the
~~(company) (name) (holding) (company)~~

The assistance is for the purpose of ~~(that acquisition) (reducing or discharging liability) (company) (name) (holding) (company)~~

The number and class of the shares acquired or to be acquired is: 162408 ORDINARY
£1 SHARES

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

CLIFFORD P BIRD & CO
93 HIGH STREET
CLAY CROSS
CHESTERFIELD

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General Section

Post room

COMPANIES HOUSE

29 SEP 1992

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The assistance is to be given to: (note 2) KENAL SERVICES LIMITED WHOSE REGISTERED
OFFICE IS AT WESTCROFT, INKERSALL ROAD, STAVERTLEY

Please do not
write in
this margin

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

The assistance will take the form of:

A GUARANTEE AND DEBENTURE INCORPORATING:-

1. A GUARANTEE IN FAVOUR OF NSM PLC OF ALL EXISTING OR FUTURE INDEBTEDNESS OF KENAL SERVICES LIMITED TO IT.
2. A FIXED AND FLOATING CHARGE IN FAVOUR OF NSM PLC OVER ALL OF THE PRESENT AND FUTURE UNDERTAKING AND ASSETS OF THE COMPANY TO SECURE KENAL SERVICES LIMITED'S LIABILITIES AND OBLIGATIONS (BOTH PRESENT AND FUTURE) TO NSM PLC.

The person who has acquired ~~the shares~~ the shares is:

*Delete as
appropriate

KENAL SERVICES LIMITED

The principal terms on which the assistance will be given are:

TO SECURE ALL INDEBTEDNESS INCLUDING THE DEFERRED CONSIDERATION PAYABLE TO NSM PLC BY KENAL SERVICES LIMITED FOR THE COMPANY'S SHARES UNDER THE TERMS OF A SALE AND PURCHASE AGREEMENT OF EVEN DATE:-

1. A FIXED CHARGE OVER THE FREEHOLD AND LEASEHOLD PROPERTY AND ALL OTHER REAL PROPERTY OF THE COMPANY
2. A FIXED CHARGE OVER THE BOOK DEBTS AND BANK ACCOUNTS OF THE COMPANY.
3. A FLOATING CHARGE OVER THE BALANCE OF ALL THE PRESENT AND FUTURE UNDERTAKING ASSETS AND PROPERTY OF THE COMPANY.
4. A GUARANTEE TO SECURE KENAL SERVICES LIMITED'S LIABILITIES AND OBLIGATIONS FROM TIME TO TIME TO NSM PLC.

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £ NIL

The date on which the assistance is to be given is _____ 19____

Please do not
write in
this margin

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

Delete either (a) or
(b) as appropriate

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date. (note 3)

~~(b) It is intended to commence the winding-up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding-up. (note 3)~~

And I/we 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 NSM plc
Mansfield Road Hasland
Chesterfield S41 0SW
the 15th day of September
One thousand nine hundred and ninety two
before me SGP

Declarants to sign below

H. Smith
P. Smith

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

Stephen Gordon
Solicitor
Chesterfield

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account—see section 150(3) of the Companies Act 1985.
- 4 The auditors report required by section 150(4) of the Companies Act 1985 must be annexed to this form.

Our Ref:

Your Ref:

HADFIELDS

Chartered Accountants

Commerce House
658B Chataworth Road
Chesterfield S40 3JZ

Telephone: (0246) 566667
Telefax: (0246) 566918

K101/MAH/RIH/5515

15th September 1992

AUDITORS' LETTER TO THE DIRECTORS OF CASTLE OILS LIMITED

Longrigg
Hady Hill
Chesterfield
S41 0BL

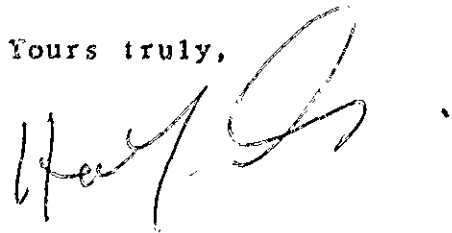
Dear Sirs,

REPORT OF THE AUDITORS TO THE DIRECTORS OF CASTLE OILS LIMITED UNDER
SECTION 156(4) COMPANIES ACT 1985.

With reference to the Company's proposed financial assistance for the
purchase of its entire share capital, we have enquired into the state of
affairs of the Company.

We are not aware of anything to indicate that the opinion expressed by the
directors in the attached Declaration as to the Company's ability to pay
its debts is unreasonable in all the circumstances.

Yours truly,



Principal: Michael A. Hadfield

Company No: 1742061

The Companies Acts 1948-1967

and

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

CASTLE OILS LIMITED

Passed 15th September 1992

AT an Extraordinary General Meeting of the Company, duly convened and held on 15th September 1992, the following resolution was duly passed as a special resolution:

RESOLUTION

That clause 3 of the Memorandum of Association of the Company be and is hereby altered by the addition after clause 3(hh) of the following new paragraph:-

"3(hhh) As a separate, independent and distinct main object and subject to and in accordance with the provisions of Section 155-158 (inclusive) of the Companies Act 1985 (if and so far as such provision shall be applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the said Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the said Act".

K. Swift

.....
Chairman of the meeting