

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3355411

The Registrar of Companies for England and Wales hereby certifies that
MIDLAND AND GREAT NORTHERN JOINT RAILWAY SOCIETY

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 17th April 1997

[Handwritten signature]
MRS. L. H. C.



N033554119

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

Printed and supplied by

JORDANS

21 St Thomas Street Bristol BS1 6JS
Telephone: 0117 923 0600 Fax: 0117 923 0063

12

**Please complete in typescript,
or in bold black capitals.**

Declaration on application for registration

Company Name in full



F0120C40

**MIDLAND AND GREAT NORTHERN
JOINT RAILWAY SOCIETY**

I, **DAVID BAILE LYALL**

of **1 CRESCENT PLACE, CHELTENHAM**

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] ~~[person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985]~~† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

Chesterham Gloucestershire

the

seventh

day of

April

One thousand nine hundred and ninety

seven

① Please print name.

before me ①

MARY CAHILL

Signed

Date

7th April 97

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

**JORDANS LIMITED
21 St. Thomas Street
Bristol BS1 6JS**

LAW/HG/TV7231 Tel 0117 923 0600

DX number

DX exchange



A11 *A0KN4UQ5* 290
COMPANIES HOUSE 10/04/97

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

30(5)(a)

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration of a company
exempt from the requirement to use the word "limited" or
"cyfyngedig"

Company Name in full

WILKLAND AND GREAT NORTHERN
JOINT RAILWAY SOCIETY



* F 0 3 0 A D 9 0 *

I,
of

DAVID BAILLOE WALL

1 CRESCENT PLACE, CHELTENHAM

a [Solicitor engaged in the formation of the company] ~~person named as~~
~~director or secretary of the company in the statement delivered under~~
~~section 10 of the Companies Act 1985~~ do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

† Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

[Signature]

Declared at

Chesterham, Gloucestershire

the

SEVENTH

day of

April

One thousand nine hundred and ninety

SEVEN

● Please print name.

before me ●

[Signature] MARY CAHILL

Signed

[Signature]

Date

7th April 97

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

JORDANS LIMITED

LAW / HC / TV 7231

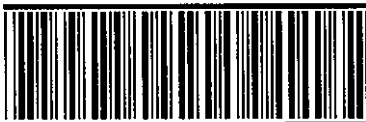
21 ST THOMAS STREET

BRISTOL

Tel 0117 923 0600

DX number 78161

DX exchange BRISTOL



A11 *A0KN5UQ6* 291
COMPANIES HOUSE 10/04/97

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ

DX 33050 Cardiff

for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



JORDANS

21 St Thomas Street Bristol BS1 6JS

Telephone: 0117 923 0600 Fax: 0117 923 0063

10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full



F0100C40

MIDLAND AND GREAT NORTHERN JOINT
RAILWAY SOCIETY

Proposed Registered Office

(PO Box numbers only, are not acceptable)

SHERINGHAM STATION

NORTH NORFOLK RAILWAY

Post town

SHERINGHAM

County / Region

NORFOLK

Postcode

NR26 8RA

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.



Agent's Name

JORDANS LIMITED

Address

21 ST THOMAS STREET

Post town

BRISTOL

County / Region

Postcode

BS1 6JS

Number of continuation sheets attached

4

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

JORDANS LIMITED

21 St. Thomas Street

Bristol BS1 6JS

LAW/HG/TV7231

Tel 0117 923 0600

DX number

DX exchange



A11 *A0KN7UQ8* 293
COMPANIES HOUSE 10/04/97

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

MIDLAND & GREAT NORTHERN JOINT RAILWAY SOC.

NAME *Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

CLIVE

Surname

MORRIS

Previous forename(s)

Previous surname(s)

Address

28, QUARTER MILE ROAD

Usual residential address

For a corporation, give the registered or principal office address.

Post town

GOUDALMING

County / Region

SURREY

Postcode

GU7 1TJ

Country

ENGLAND

I consent to act as secretary of the company named on page 1

* Consent signature

CLIVE MORRIS

Date

2.3.97

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

ANTHONY LEONARD

Surname

BURROWS

Previous forename(s)

Previous surname(s)

Address

10 HEATH CRESCENT

Usual residential address

For a corporation, give the registered or principal office address.

Post town

NORWICH

County / Region

NOFFOLK

Postcode

NR6 6RJ

Country

ENGLAND

Day Month Year

Date of birth

17

5

1941

Nationality

BRITISH

Business occupation

RETIRED

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

13 APR 1997

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MD	*Honours etc	—	
* Voluntary details	Forename(s)	ROGER BRIAN			
	Surname	CLARK			
	Previous forename(s)	—			
	Previous surname(s)	—			
Address	FOURWAYS 17 BLACK STREET				
Usual residential address	MARTHAM				
For a corporation, give the registered or principal office address.	Post town	ST. YARMOUTH			
	County / Region	NORFOLK	Postcode	NR29 4PN	
	Country	ENGLAND			
	Day	Month	Year		
Date of birth	5	1	1945	Nationality	BRITISH
Business occupation	ADMIN. OFFICER				
Other directorships	—				
	—				
I consent to act as director of the company named on page 1					
Consent signature	Bill Clark			Date	3 APR 1997

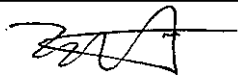

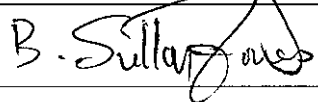
This section must be signed by

Either

an agent on behalf of all subscribers

Or the subscribers

(i.e. those who signed as members on the memorandum of association).

Signed		Date	3 APR 1997
Signed		Date	3 APR 1997
Signed		Date	3 APR 1997
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

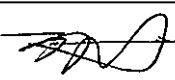
4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

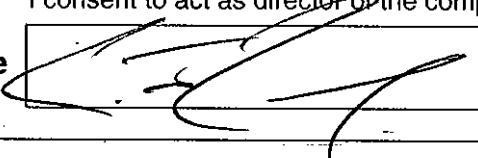
5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

Directors (continued) (see notes 1-5)

* Voluntary details	NAME	*Style / Title	MR		*Honours etc	—	
		Forename(s)	JOHN				
		Surname	DURRANT				
		Previous forename(s)	—				
		Previous surname(s)	—				
Usual residential address For a corporation, give the registered or principal office address.	Address	35 BURTON AVE					
		—					
		Post town	NORTH WALSHAM				
		County / Region	NORFOLK		Postcode	NR28 0EP	
		Country	ENGLAND				
		Day	Month	Year			
	Date of birth	18	2	60	Nationality	BRITISH	
	Business occupation	UNEMPLOYED					
	Other directorships	—					
		—					
	I consent to act as director of the company named on page 1						
	Consent signature					Date	3 APR 1997

Directors (continued) (see notes 1-5)

* Voluntary details

NAME	*Style / Title	MR		*Honours etc	—	
	Forename(s)	GEOFFREY JAMES				
	Surname	GOWINS				
	Previous forename(s)	—				
	Previous surname(s)	—				
	Address	11 Common Lane				
	Usual residential address					
	For a corporation, give the registered or principal office address.					
	Post town	LENWADE				
	County / Region	NORFOLK		Postcode	NR9 5QH	
	Country	ENGLAND				
	Date of birth	Day	Month	Year	Nationality	
		16	9	41		BRITISH
	Business occupation					
	Other directorships					
	I consent to act as director of the company named on page 1					
	Consent signature				Date	3 APR 1997

MIDLAND AND GREAT NORTHERN JOINT RAILWAY SOCIETY

Directors (continued) (see notes 1-5)

* Voluntary details	NAME	*Style / Title	MR		*Honours etc	—	
		Forename(s)	DAVID MARTIN HAYWARD				
		Surname	D'ARCY				
		Previous forename(s)	—				
		Previous surname(s)	—				
	Address	40, BROADWAY CLOSE					
Usual residential address							
For a corporation, give the registered or principal office address.*		Post town	ROURNE				
	County / Region	LINCS	Postcode	PE10 9BN			
	Country	ENGLAND					
		Day	Month	Year	Nationality		
	Date of birth	15	6	57	BRITISH		
	Business occupation	ACCOUNTANT					
	Other directorships	—					
		—					
	I consent to act as director of the company named on page 1						
	Consent signature	D. M. D'Arcy			Date	13 APR 1997	

Directors (continued) (see notes 1-5)

* Voluntary details

NAME	*Style / Title	MR		*Honours etc	/	
	Forename(s)	MICHAEL STEPHEN				
	Surname	D'ARCY				
	Previous forename(s)	/				
	Previous surname(s)	/				
	Address	2. BERESFORD ROAD				
	Usual residential address					
	For a corporation, give the registered or principal office address.*					
	Post town	HOLT				
	County / Region	NORFOLK		Postcode	NR25 6EW	
	Country	ENGLAND				
	Date of birth	Day	Month	Year	Nationality	BRITISH
		22	12	22		
	Business occupation	CHARTERED ACCOUNTANT (RETIRED)				
	Other directorships	J. W. D'Arcy Ltd.				
		/				
	I consent to act as director of the company named on page 1					
	Consent signature	M. S. D'Arcy			Date	13 APR 1997

MIDLAND AND GREAT NORTHERN JOINT RAILWAY SOCIETY

Directors (continued) (see notes 1-5)

* Voluntary details	NAME	*Style / Title	MR	*Honours etc	
		Forename(s)	NEIL		
		Surname	M ^c CAFFERTY		
		Previous forename(s)			
		Previous surname(s)			
Usual residential address For a corporation, give the registered or principal office address.	Address	29 ROCHFORD CRESCENT			
		Post town	BOSTON		
		County / Region	Lincs	Postcode	PE21 9AF
		Country	ENGLAND		
		Day	Month	Year	
	Date of birth	23	1	70	Nationality BRITISH
	Business occupation	JOURNALIST			
	Other directorships				
	I consent to act as director of the company named on page 1				
	Consent signature	[Signature]			Date 3 APR 1997

MIDLAND AND GREAT NORTHERN JOINT RAILWAY SOCIETY

Directors (continued) (see notes 1-5)

* Voluntary details

NAME	*Style / Title	MR	*Honours etc.	
	Forename(s)	KEITH		
	Surname	MONTAGUE		
	Previous forename(s)			
	Previous surname(s)			
	Address	9 ARMITAGE CLOSE		
	Usual residential address	CRINSLE FORD		
	For a corporation, give the registered or principal office address:			
	Post town	NORWICH		
	County / Region	NORFOLK	Postcode	NR4 6XZ
	Country	ENGLAND		
		Day	Month	Year
	Date of birth	23	6	43
	Nationality	BRITISH		
	Business occupation	CONSULTANT		
	Other directorships	NORTH NORFOLK RAILWAY plc		
	I consent to act as director of the company named on page 1			
	Consent signature	Keith Montague		Date - 3 APR 1997

MIDLAND AND GREAT NORTHERN JOINT RAILWAY SOCIETY

Directors (continued) (see notes 1-5)

* Voluntary details

NAME *Style / Title

MR

*Honours etc

Forename(s)

BARRY

Surname

SUTTON - JONES

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Country

Day Month Year

Date of birth

29

7

30

Nationality

BRITISH

Business occupation

RETIRED

Other directorships

I consent to act as director of the company named on page 1

Consent signature

B. Sutton-Jones

Date

3 APR 1997

Directors (continued) (see notes 1-5)

	NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
* Voluntary details		Forename(s)	<input type="text"/>		
		Surname	<input type="text"/>		
		Previous forename(s)	<input type="text"/>		
		Previous surname(s)	<input type="text"/>		
	Address	<input type="text"/>			
	Usual residential address	<input type="text"/>			
	For a corporation, give the registered or principal office address.*		<input type="text"/>		
		Post town	<input type="text"/>		
		County / Region	<input type="text"/>	Postcode	<input type="text"/>
		Country	<input type="text"/>		
		Date of birth	<input type="text"/>	<input type="text"/>	<input type="text"/>
			Day	Month	Year
		Nationality	<input type="text"/>		
		Business occupation	<input type="text"/>		
		Other directorships	<input type="text"/>		
			<input type="text"/>		
		I consent to act as director of the company named on page 1			
	Consent signature	<input type="text"/>	Date	<input type="text"/>	

Form X



INDUSTRIAL AND PROVIDENT SOCIETIES ACT 1965

Application for Registration of Special Resolution for Conversion into a Company pursuant to section 52 of the said Act

Name of Society MIDLAND AND GREAT NORTHERN JOINT

..... RAILWAY SOCIETY Limited

Register No. 18043 R

To the Central Office

1. Application for registration of a special resolution for conversion of the above-named society into a company is made by the said society.

2. The following is a copy of a special resolution passed by a majority of not less than three-fourths of such members for the time being entitled under the rules to vote as voted in person [~~or by proxy~~]* at a general meeting of the society, of which notice specifying the intention to propose the resolution was duly given according to the rules, held on 17th August 19 96..., and confirmed by a majority of such members for the time being entitled under the rules to vote as voted in person [~~or by proxy~~]* at a subsequent general meeting of which notice was duly given, held on 7th September 19 96..., pursuant to section 52 of the above-mentioned Act :-

* The words in brackets must be struck out if the rules do not allow proxies.

It is hereby resolved that MIDLAND AND GREAT NORTHERN JOINT RAILWAY SOCIETY LIMITED be converted into a company limited by guarantee in the name of MIDLAND AND GREAT NORTHERN JOINT RAILWAY SOCIETY, having the memorandum and articles of association in the form of the print produced to this meeting and for identification signed by the chairman; and that the Committee of Management are hereby authorised to execute and do on behalf of the Society such documents and such things as they consider desirable or necessary to effect the conversion; and that the nominal one pound shares held by all members of the Society shall be cancelled and the members shall forthwith upon conversion become members of the Company.

(Seal of the Society)

..... Chairman of meeting at which resolution was confirmed

..... Signature of Secretary

Registered Office .. Sheringham Station, Sheringham, Norfolk, NR26 8RA

Date 7 Oct 1996

Member of Committee of Management

Seal attested by:-

Secretary

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

MIDLAND AND GREAT NORTHERN JOINT RAILWAY SOCIETY

1. The name of the Company (hereinafter called "the Society") is "MIDLAND AND GREAT NORTHERN JOINT RAILWAY SOCIETY".

2. The Society's registered office is to be situated in England and Wales.

3. The Society's objects are to advance public education by the acquisition, restoration, preservation and exhibition of railway locomotives, carriages, rolling stock, equipment, artefacts, documents and records, and in particular those of the former Midland and Great Northern Joint Railway;

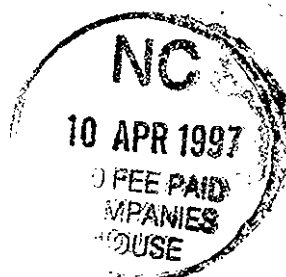
In furtherance of the above objects but not further or otherwise the Society shall have the following powers:-

(a) To purchase, hire, take on loan or otherwise acquire any such items as aforesaid and to undertake or assist in the maintenance, repair, restoration and renovation of such items, whether or not they belong to or are for the time being held by the Society, and to promote and encourage the exhibition and maintenance of such items for the public benefit.

(b) To undertake and facilitate historical, scientific, social, topographical and other aspects of research concerning the former Midland and Great Northern Joint Railway and other railways, to catalogue, collect, collate and disseminate information relating thereto by publishing and/or distributing magazines, periodicals, books, pictures, photographs, films, video recordings and similar articles relevant to these objects.

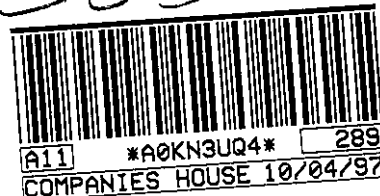
(c) Subject to such consents as may be required by law, to borrow and raise money for the furtherance of the objects of the Society in such manner and on such security as the Society may think fit.

(d) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Society to disclaim any



377147

335541



gift, legacy or bequest in whole or in part in such circumstances as the Society may think fit and provided also that the Society shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects.

(e) To lend money to and to take security for such loans from and to guarantee and become or give security for the performance of contracts and obligations by any charitable organisation or body.

(f) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.

(g) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company.

(h) To invest the moneys of the Society not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.

(i) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Society may think necessary for the promotion of its objects.

(j) Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society with a view to the furtherance of its objects: Provided that (i) no relics or railway equipment other than small items of a type currently manufactured or in widespread use may be disposed of without the sanction of a resolution of the Society in general meeting, notice of which proposed resolution shall have been given in the notice convening the meeting, and (ii) no item donated to the Society may be disposed of without the consent of the donor provided it is reasonably possible to contact such donor.

(k) Subject to Clause 4 hereof to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Society.

(l) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.

(m) To provide indemnity insurance to cover the liability of the Council of Management (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Council of Management (or any of them) knew to be a breach of trust

or breach of duty or which was committed by the Council of Management (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

(n) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Society and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Society of any such charitable organisation, institution, society or body.

(o) To establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Society.

(p) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Society is authorised to amalgamate.

(q) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Society.

(r) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

Provided that:-

(i) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The objects of the Society shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iii) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division or

the Charity Commissioners over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.

4. The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Society, and no member of its Council of Management or Governing Body shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society.

Provided that nothing herein shall prevent any payment in good faith by the Society:-

(a) of reasonable and proper remuneration to any member, officer or servant of the Society (not being a member of its Council of Management or Governing Body) for any services rendered to the Society;

(b) of interest on money lent by any member of the Society or of its Council of Management or Governing Body at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Council of Management or Governing Body;

(c) of reasonable and proper rent for premises demised or let by any member of the Society or of its Council of Management or Governing Body;

(d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Council of Management or Governing Body may also be a member holding not more than 4% of the capital of that company; and

(e) to any member of its Council of Management or Governing Body of reasonable out-of-pocket expenses; and

(f) of any premium in respect of any such indemnity insurance as is permitted by Clause 3(m) of the Memorandum of Association of the Society.

5. The liability of the members is limited.

6. Every member of the Society undertakes to contribute such amount as may be required (not exceeding £1) to the Society's assets if it should be wound up while he is a member, or within one year after he ceases to be a member, for payment of the Society's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

7. If upon the winding-up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other charitable institution or institutions having

railway preservation as a principal object and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Society under or by virtue of clause 4 hereof.

Provided always that:-

(a) Such institution or institutions as aforesaid shall be determined by a resolution of the Society passed at a general meeting at or before the time of dissolution.

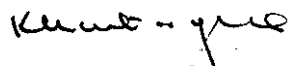
(b) In the event of no such resolution having been passed, or of compliance with the provisions of this clause otherwise not being reasonably possible, such institution or institutions shall be determined by the chairman for the time being of the Association of Independent Railways and Preservation Societies Limited, or failing such determination then by the chairman for the time being of the Transport Trust.

WE, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

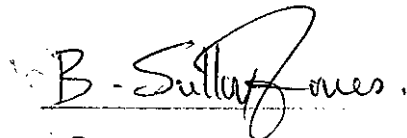
Names, Addresses and Descriptions of Subscribers



JOHN DURRANT
35, BURTON AVE
WTH. WALSHAM
NORFOLK NR28 0EP



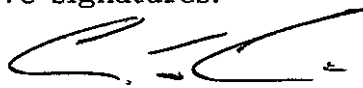
KEITH MONTAGUE
9 ARMITAGE CLOSE
CRINSLEPOD
NORWICH NR4 6XZ



BARRY SUTTON-JONES
97 TAVERHAM RD
TAVERHAM NORWICH
NR8 6SE

DATED this 3rd day of April. 1997

Witness to the above signatures:-



GEOFFREY JAMES GOWING
11 COMMON LAKE
LENWADZ
NORFOLK NR9 5GH

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

MIDLAND AND GREAT NORTHERN JOINT RAILWAY SOCIETY

INTERPRETATION

1. In these Articles:-

"the Act" means the Companies Act, 1985, but so that any reference to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

"the Society" means the above mentioned Company.

"the Council" means the Council of Management of the Society.

"secretary" means any person appointed to perform the duties of the secretary of the Society.

"the United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification or re-enactment thereof for the time being in force.

OBJECTS

2. The Society is established for the objects expressed in the Memorandum of Association.

MEMBERS

3. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be members of the Society. Every member of the Society shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. Unless the members of the Council or the Society in General Meeting shall make other provision pursuant to the powers contained in Article 64, the members of the Council may in their absolute discretion permit any member of the Society to retire, provided (regardless of any other provision pursuant to Article 64) that after such retirement the number of members is not less than three.

GENERAL MEETINGS

5. The Society shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next. Provided that so long as the Society holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

6. The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two members of the Society may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

NOTICE OF GENERAL MEETINGS

7. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Society other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in general meeting, to such persons as are, under the Articles of the Society, entitled to receive such notices from the Society:

Provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

(a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at that meeting of all the members.

8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, twenty members present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council may determine. The quorum for such an adjourned meeting shall be three members.

10. The chairman, if any, of the Council shall preside as chairman at every General Meeting of the Society, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Council present shall elect one of their number to be chairman of the meeting.

11. If at any meeting no member of the Council is willing to act as chairman or if no member of the Council is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

12. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

13. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(a) by the chairman; or

(b) by at least two members present in person or by proxy; or

(c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

14. Except as provided in Article 16, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

15. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

16. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

17. Every member shall have one vote.

18. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

19. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Society have been paid.

20. (a) Any member of the Society entitled to attend and vote at a General Meeting shall be entitled to appoint another person (whether a member or not) as

his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member to speak at the Meeting.

(b) On a poll votes may be given either personally or by proxy.

21. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Society.

22. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Society or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

23. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"

I/We of in the County of being a
member/members of the above named Society, hereby appoint of
 or failing him of as my/our proxy to vote
for me/us on my/our behalf at the (Annual or Extraordinary, as the case may
be) General Meeting of the Society to be held on the day of
 19 , and at any adjournment thereof.

Signed this day of 19 ."

24. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"

I/We of in the County of being a
member/members of the above named Society, hereby appoint of
 or failing him of as my/our proxy to vote
for me/us on my/our behalf at the (Annual or Extraordinary, as the case may
be) General Meeting of the Society to be held on the day of
 19 , and at any adjournment thereof.

Signed this day of 19 ."

This form is to be used *in favour of the resolution.
 against

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired."

25. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Society at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

27. Any corporation which is a member of the Society may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Society.

COUNCIL OF MANAGEMENT

28. The maximum number of the members of the Council shall be determined by the Society in General Meeting, but unless and until so fixed there shall be no maximum number and the minimum number of members of the Council shall be three.

29. The members of the Council shall be paid all reasonable out of pocket expenses properly incurred by them in attending and returning from meetings of the Council or any committee of the Council or General Meetings of the Society or in connection with the business of the Society.

BORROWING POWERS

30. The Council may in furtherance of the objects of the Society but not otherwise exercise all the powers of the Society to borrow money, and, subject always to Sections 38 and 39 of the Charities Act 1993, to mortgage or charge its undertaking and property, 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 Society or of any charitable organisation or body subject to such consents as may be required by law.

POWERS AND DUTIES OF THE COUNCIL

31. (a) The business of the Society shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not, by the Act or by these Articles, required to be exercised by the Society in General Meeting, subject

nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

(b) In the exercise of the aforesaid powers and in the management of the business of the Society, the members of the Council shall always be mindful that they are charity trustees within the definition of Section 97 of the Charities Act 1993 as the persons having the general control and management of the administration of a charity.

32. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Society, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by not less than two persons authorised by resolution of the Council from time to time.

33. The Council shall cause minutes to be made in books provided for the purpose:-

(a) of all appointments of officers made by the Council;

(b) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council;

(c) of all resolutions and proceedings at all meetings of the Society, and of the Council and of committees of the Council.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

34. The office of member of the Council shall be vacated if the member:-

(a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(b) becomes prohibited from being a member of the Council by reason of Section 72 of the Charities Act 1993 or any order made under any provision of the Act or any other statute or otherwise becomes prohibited by law from being a member of the Council; or

(c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or

(d) resigns his office by notice in writing to the Society; or

(e) is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest in manner required by Section 317 of the Act.

35. A member of the Council shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

RETIREMENT OF MEMBERS OF THE COUNCIL

36. At each Annual General Meeting of the Society all the members of the Council shall retire from office.

37. A retiring member of the Council shall be eligible for re-election.

38. The Society may at each Annual General Meeting fill each vacated office on the Council by electing a person thereto, and in default any retiring member of the Council shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Council shall have been put to the meeting and lost.

39. No person other than a member of the Council retiring at the meeting shall unless recommended by the Council be eligible for election to the office of member of the Council at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Society notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

40. The Society may from time to time by ordinary resolution increase or reduce the number of members of the Council.

41. The Council shall have power at any time, and from time to time, to appoint any person to be a member of the Council, either to fill a casual vacancy or as an addition to the existing members of the Council, but so that the total number of members of the Council shall not at any time exceed any maximum number fixed in accordance with these Articles. Any member of the Council so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

42. The Society may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Society and such member of the Council.

43. The Society may by ordinary resolution appoint another person in place of a member of the Council removed from office under the immediately preceding Article. Without prejudice to the powers of the Council under Article 41 the Society in General Meeting may appoint any person to be a member of the Council either to fill a casual vacancy or as an additional member of the Council. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the

member of the Council in whose place he is appointed was last elected a member of the Council.

PROCEEDINGS OF THE COUNCIL

44. The Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. Five members of the Council may, and the secretary on the requisition of five members of the Council shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member of the Council for the time being absent from the United Kingdom.

45. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed shall be four or one-third of the number of members of the Council for the time being whichever shall be the greater number.

46. The continuing members of the Council may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Society as the necessary quorum of members of the Council, the continuing members or member of the Council may act for the purpose of increasing the number of members of the Council to that number, or of summoning a General Meeting of the Society, but for no other purpose.

47. The Council may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members of the Council present may choose one of their number to be chairman of the meeting.

48. The Council may delegate any of their powers to committees consisting of such majority of members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council and shall fully and promptly report all acts and proceedings to the Council as soon as is reasonably practicable.

49. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

50. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

51. All acts done by any meeting of the Council or of a committee of the Council, or by any person acting as a member of the Council, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.

52. A resolution in writing, signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

SECRETARY

53. Subject to Section 13(5) of the Act, the secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit; and any secretary so appointed may be removed by it: Provided always that no member of the Council may occupy the salaried position of secretary.

54. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Council and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Council and as, or in place of, the secretary.

ACCOUNTS

55. The Council shall cause accounting records to be kept in accordance with the provisions of the Act.

56. The accounting records shall be kept at the registered office of the Society or, subject to the provisions of the Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection of the officers of the Society.

57. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Council or by the Society in General Meeting.

58. The Council shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Society in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.

59. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting, together with a copy of the auditor's report (if any), and Council's report, shall not

less than twenty-one days before the date of the meeting be sent to every member of the Society and every person entitled to receive notice of General Meetings of the Society.

AUDIT

60. If required by the Act auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

61. A notice may be given by the Society to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Society for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

62. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Society an address within the United Kingdom for the giving of notices to them;

(b) every person being a trustee in bankruptcy of a member where the member but for his bankruptcy would be entitled to receive notice of the meeting;

(c) the auditors for the time being of the Society (if any); and

(d) each member of the Council.

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

63. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

RULES OR BYE LAWS

64. (a) The Council may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:-

(i) The admission and classification of members of the Society, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.

(ii) The conduct of members of the Society in relation to one another, and to the Society's servants.

(iii) The setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes.

(iv) The procedure at General Meetings and meetings of the Council and Committees of the Council in so far as such procedure is not regulated by these presents.

(v) And, generally, all such matters as are commonly the subject matter of Society rules.

(b) The Society in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Council shall adopt such means as they deem sufficient to bring to the notice of members of the Society all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Society. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Society.

INDEMNITY

65. (a) Every member of the Council or other officer or auditor of the Society shall be indemnified out of the assets of the Society against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court, and no member of the Council or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Society in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) The members of the Council shall have power to purchase and maintain for any member of the Council such insurance as is permitted by Clause 3(m) of the Society's Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

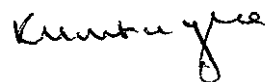


JOHN DURRANT

35 BURTON AVE

NORTH WALSHAM

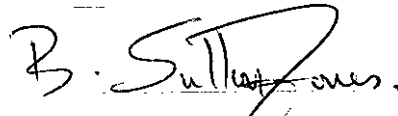
NORFOLK NR28 0EP



KEITH MONTAGUE

9 ARMITAGE CLOSE

NORWICH NR4 6XZ



BARRY SUTTON-JONES

97 TAVERHAM ROAD.

TAVERHAM NORWICH

NR8 6SE

DATED this

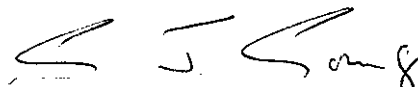
3rd

day of

April

1997

Witness to the above signatures:-



GEORFREY JAMES GOWING

11 Common Lane

Kenwood

NORFOLK NR9 5QK