



Please do not  
write in this  
binding margin



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

\*Insert full name  
of Company

†Please indicate  
whether you are  
a Solicitor of  
the Supreme  
Court (or in  
Scotland 'a  
Solicitor')  
engaged in the  
formation of the  
company, or  
a person named  
as director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976

THE COMPANIES ACTS 1948 TO 1980

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

# 41a

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

For official use . Company number

18549177

Name of Company

**BLACKASH** LIMITED

I, **JOSEPH ANTHONY FENTON HAMMOND**

of **1/3 LEONARD STREET, LONDON EC2A 4AQ**

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

of **BLACKASH** 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 **11 BRONDESBURY COURT**  
**WILLESDEN LANE, LONDON NW2 5RR**

Signature of Declarant

the **3rd** day of **September**

One thousand nine hundred and **eighty-four**

before me **Hilal Pasha**

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

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

**CAPITAL COMPANY SERVICES LIMITED**  
**1/3 LEONARD STREET**  
**LONDON E.C.2A 4AQ**

For official use

New companies section

Post room

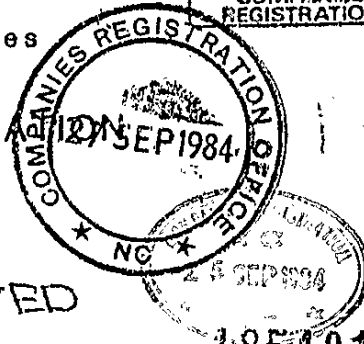
The Companies Acts 1948-1981

Company Limited by Shares

MEMORANDUM OF ASSOCIATION

OF

BLACKASH LIMITED



1854917/3

1. The name of the Company is **BLACKASH 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 business throughout the world as manufacturers, wholesales, agents, factors, retailers, distributors, importers and exporters of goods, raw materials, materials, consumables and finished products of any and every description, to carry on business as advertising agents, air conditioning and ventilation engineers, antique dealers, builders, builders merchants, butchers, caravan dealers, car hire and taxi operators, carpenters and joiners, caterers, restaurant proprietors, chemists, civil engineers, cleaning contractors, clothiers, commodity dealers, computer bureau operators, conference organisers, design engineers, driving school operators, dry cleaners, electricians, engineers, employment agency proprietors and estate agents, to deal as aforesaid in carpets, ceramics, chemicals, clothing, confectionery, cosmetics, frozen foods, fancy goods, handbags, metals and motor accessories, to carry on business as farmers, film and television film makers, financial and investment consultants, fishmongers, flooring contractors, florists, furniture manufacturers, garage, proprietors, coach builders, glaziers, grocers, greengrocers, hairdressers, haulage, freight and shipping contractors, insurance agents, interior designers, ironmongers, jewellers, kitchen planners, landscape gardeners, launderette operators, mail order distributors, management consultants, metal platers and polishers, motor dealers, music publishers, machinery and tool distributors, newsagents, tobacconists, nominees, trustees, nursing home proprietors, off licence proprietors, opticians, photographers, plant hire contractors, plumbers, precision engineers, printers, public relations consultants, public house proprietors, publishers, record producers, recording studio proprietors, roofing and scaffolding contractors, ship charterers, stock and share dealers, theatrical agents, timber merchants, travel agents and turf accountants, to deal as aforesaid in office equipment, packaging products, patents, plastic goods, plastics, records, cassettes and video tapes, sectional buildings, shoes, boots, sports equipment, sports clothing, swimming pools, textiles, toys, wines, spirits and household goods, and to carry on any other trade or business whatsoever which can be advantageously carried on in connection with the aforesaid activities.

SP000

PLEASE FORWARD CERTIFICATE OF INCORPORATION  
VIA COMPANY LIMITED FOR COLLECTION

B. To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.

C. To guarantee or give security for the payment or performance of any contracts, debts, or obligations of any person, company or firm, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others and generally to give any guarantee, security or indemnity.

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

E. To apply for, purchase or otherwise acquire and hold any patents, licences, concessions, brevets d'invention, copyrights and the like, conferring any right to use or publish any secret or other information and to use, develop, exercise, or grant licences in respect of the property, rights and information so acquired.

F. To erect, build, construct, or reconstruct, lay down, alter, enlarge and maintain any factories, buildings, works, shops, stores, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the construction, erection and maintenance of any of the aforesaid.

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G. To subscribe for, take, purchase or otherwise acquire and hold, sell, deal with or dispose of any shares, stocks, debentures, debenture stocks, bonds, obligations and securities, guaranteed by any Company constituted or carrying on business in any part of the world and debentures, debenture stocks, bonds, obligations and securities guaranteed by any Government or Authority, Municipal, Parochial, Local or otherwise, within and without the United Kingdom and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to enforce and exercise all rights and powers conferred by the ownership thereof.

H. To promote by way of advertising the products and services of the Company in any manner and to reward customers or potential customers and to promote and take part in any scheme likely to benefit the Company.

I. To borrow or raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real or heritable and personal or moveable property (present and future) and the uncalled capital for the time being of the Company or by the creation and issue of debenture stock, debentures or other obligations or securities of any description.

J. To support, guarantee and/or secure either with or without consideration the payment of any debenture stock, debentures, dividends, shares or moneys or the performance of engagements or contracts of any other Company or person and in particular (but without prejudice to the generality of the foregoing) of any Company which is, for the time being, the Company's holding company as defined by Section 154 of the Companies Act, 1948, or another subsidiary, as defined by the said section, of the Company's holding company or otherwise associated with the Company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

K. To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the stocks, shares or securities of any company of or in which the Company is a member or is otherwise interested.

L. To take part in the management, formation, control or supervision of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, experts or agents.

M. To employ experts to examine and investigate into the character, prospects, value, condition and circumstances of any undertakings and business concerns and generally of any property, assets or rights.

N. To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments; to receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

O. To promote or establish or concur in promoting or establishing any other company whose objects shall include the taking over of or the acquisition of all or any of the assets or 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 hold, acquire, dispose of stocks, shares or securities issued by or any other obligations of any such company.

P. To deal with and invest the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.

Q. To accept payment for any rights or property sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in partly or fully paid-up shares or stock of any corporation or company, with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or in mortgages or debentures or other securities of any corporation or company 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 stock, shares or securities so acquired.

R. To enter into any partnership or amalgamate with or enter into any arrangement for sharing profits, interests, or co-operative or enter into co-operation with any company, person or firm carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as to benefit this Company, whether directly or indirectly and to acquire and hold, deal with, sell or dispose of any stock, shares or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, otherwise assist or subsidise, any such company.

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

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

U. To acquire, purchase, take over and undertake part or all of the business, property, assets, liabilities and engagements of any firm, person or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests generally.

V. To aid in the support and establishment of any educational, scientific, religious or charitable institutions or trade associations or societies, whether such associations, societies or institutions be solely connected with the business carried on by the Company or its predecessors in business or not, and to maintain and institute any club, society or other organisation.

W. To grant pensions, gratuities, allowances and bonuses to employees or ex-employees, officers or ex-officers of the Company or its predecessors in business or the dependents of such persons and to maintain and establish or concur in maintaining funds, trusts or schemes, (whether contributory or non-contributory) with a view to providing pensions or other funds for any such persons or their dependents as aforesaid.

X. To distribute in specie any of the shares, debentures or securities of the Company or any proceeds of sale or disposal of any property of the Company between the members of the Company in accordance with the rights, 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.

Y. To do all or any of the above things in any part of the world, either alone as principals, or as agents, trustees, sub-contractors or otherwise.

Z. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing sub-clauses of this Clause shall be separate and distinct objects of the Company and shall not in any way be limited by reference to any other sub-clauses or the order in which the same occur. The widest interpretation shall be given to the objects contained in each sub-clause of this Clause and shall not be restrictively construed and the objects contained therein shall not save where the context expressly so requires be in any way restricted or limited by inference from or reference to any other object or objects set forth in such sub-clause or from the terms of any other sub-clause. None of such sub-clauses or the objects mentioned therein or the powers thereby conferred shall be deemed ancillary to or subsidiary to the powers or objects specified in any other sub-clause.

4. The liability of the members is limited.
5. The share capital of the Company is One Thousand Pounds divided into One Thousand shares of One Pound 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

JOSEPH ANTHONY HAMMOND  
1/3 Leonard Street,  
City Road,  
LONDON EC2A 4AQ

ONE

Chartered Secretary

CATHERINE MARY HAMMOND  
1/3 Leonard Street,  
City Road,  
LONDON EC2A 4AQ

ONE

Company Registrar

Dated this 3rd day of September 1984

WITNESS to the above signatures

MICHAEL NORMAN CLAFF  
1/3 Leonard Street,  
City Road,  
LONDON EC2A 4AQ

Chartered Secretary



The Companies Acts 1948-1983

Company Limited by Shares

ARTICLES OF ASSOCIATION

OF

BLACKASH LIMITED

1854917/4

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Acts 1948 to 1980 (hereinafter referred to as "the Acts") and subject as hereinafter provided the regulations contained or incorporated in Table A in the First Schedule to the Companies Act, 1948 as amended by the Acts (hereinafter referred to as Table A), shall apply to the Company. Reference to any provision of the Acts shall where the context so admits be construed as and include a reference to such provision as modified by any statute for the time being in force.
2. Regulations 22, 24, 71, 75, 84(2), 84(4), 88, 89, 90, 91, 92, 99, 107 and 108 of Table A, shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, but subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. Section 17 of the Companies Act, 1980 shall apply to the Company in its entirety. Any Shares not accepted pursuant to the procedure set out in Section 17 aforesaid shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit; provided that in the case of shares not accepted as aforesaid such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members.
4. Subject to Article 3 hereof, the Directors are unconditionally authorised for the purposes of Section 14 of the Companies Act 1980, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation.

## LIEN

5. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

## SHARE TRANSFERS

6. 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.
7. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

## PROCEEDINGS AT GENERAL MEETINGS

8. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

## DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than five. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Acts.
10. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his attaining or having attained that or any other age.

11. Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company, or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled in addition to his own vote to a separate vote on behalf of the Director whom he is representing.
12. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.
13. The office of a Director shall be vacated:
  - a. if by notice in writing delivered to the Company at its registered office or tendered at a meeting of the Directors he resigned the office of Director; or
  - b. if he becomes bankrupt or enters into any arrangement with his creditors; or
  - c. if he becomes of unsound mind; or
  - d. if he is prohibited from being a Director by reason of any order made under the Acts; or
  - e. if he is removed from office by a resolution duly passed in accordance with the Acts.

#### BORROWING POWERS OF DIRECTORS

14. The proviso to regulation 79 of Table A shall not apply to the Company.

#### MANAGING DIRECTORS AND MANAGERS

15. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed, whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors, but his appointment, subject to the payment to him of such compensation or

7

damages as may be payable to him by reason thereof, shall be automatically terminated if he cease from any cause to be a Director.

16. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

#### PROCEEDINGS OF DIRECTORS

17. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall, when one Director only is in office, be one, and shall, when more than one Director is in office, be two.

#### SECRETARY

18. The first Secretary of the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Acts.

#### INDEMNITY

19. Subject to the provisions of the Acts, and in addition to such indemnity as is contained in regulation 136 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

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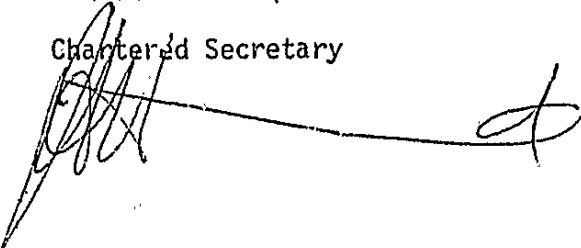
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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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JOSEPH ANTHONY HAMMOND  
1/3 Leonard Street,  
City Road,  
LONDON EC2A 4AQ

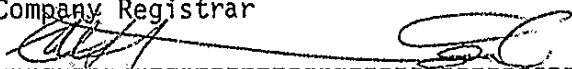
Chartered Secretary



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CATHERINE MARY HAMMOND  
1/3 Leonard Street,  
City Road,  
LONDON EC2A 4AQ

Company Registrar

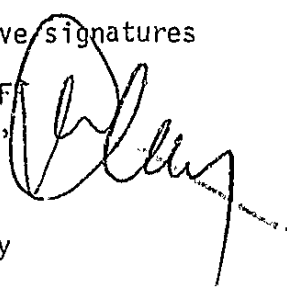


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Dated this 3rd day of September 1984

WITNESS to the above signatures

MICHAEL NORMAN CLAFF  
1/3 Leonard Street,  
City Road,  
LONDON EC2A 4AQ



Chartered Secretary



Please do not  
write in this  
binding margin

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

\* delete if  
inappropriate

THE COMPANIES ACTS 1948 TO 1981

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

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

Form No. 1

1

To the Registrar of Companies

For official use

1854917/5

Name of Company

BLACKASH  
Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated below

1/3 LEONARD STREET,  
LONDON, EC2A 4AQ

If 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

CAPITAL COMPANY SERVICES LIMITED  
1/3 LEONARD STREET, CITY ROAD,  
LONDON EC2A 4AQ

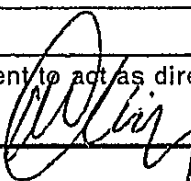
Number of continuation sheets attached (see note 1)

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

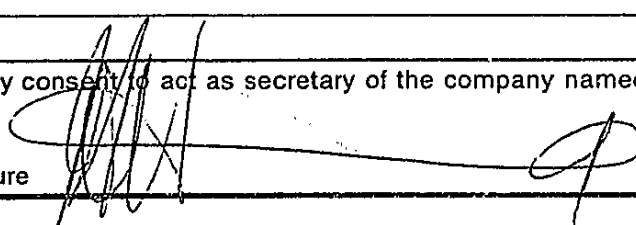
For official use  
General section

Post room

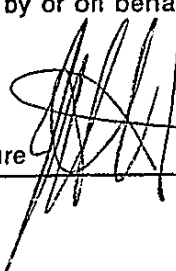
The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

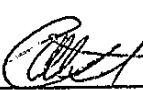
Name (note 3) <u>MICHAEL NORMAN CLAFF</u>	Business occupation <u>CHARTERED ACCOUNTANT</u>
Previous name(s) (note 3)	Nationality <u>BRITISH</u>
Address (note 4) <u>1/3 LEONARD STREET,</u> <u>CITY ROAD, LONDON, EC2A 4AQ</u>	Date of birth (where applicable) (note 6)
Other directorships † <u>CAPITAL COMPANY SERVICES LIMITED</u>	
I hereby consent to act as director of the company named on page 1	
Signature 	Date <u>3 SEP 1984</u>

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 3 & 7) <u>JOSEPH ANTHONY FENTON HAMMOND</u>
Previous name(s) (note 3)
Address (notes 4 & 7) <u>1/3 LEONARD STREET, CITY ROAD, LONDON, EC2A 4AQ</u>
I hereby consent to act as secretary of the company named on page 1
Signature 
Date <u>3 SEP 1984</u>

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

Signature  [Subscriber] [Agent]† Date 3 SEP 1984

Signature  [Subscriber] [Agent]† Date 3 SEP 1984

Please do not write in this binding margin



**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 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

**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. Please read the notes on page 4 before completing this part of the form.

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

† delete as appropriate

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1854917

I hereby certify that

BLACKASH 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 12TH OCTOBER 1984

*C. R. Williams*  
MRS. C. R. WILLIAMS

an authorised officer



RMRES

COMPANY NO : 1854917

The Companies Acts 1948-1981  
Company Limited by Shares.

SPECIAL RESOLUTION:

OF

BLACKASH LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at  
1/3, Leonard Street, London EC2 on 12th October, 1984.

the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company,  
viz:

RESOLUTION

That Clause 3A of the Memorandum of Association of the  
Company be and is hereby duly deleted and the Clause 3A  
as attached hereto be substituted therefor

CHAIRMAN



The Companies Acts 1948-1983

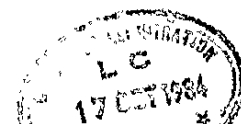
Company Limited by Shares

## MEMORANDUM OF ASSOCIATION OF

BLACKASH LIMITED

1. The name of the Company is Blackash 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 business within and without the United Kingdom as manufacturers, wholesalers, factors, retailers, distributors, agents and importers and exporters of goods, materials and finished products of any and every description; to purchase, take on lease, rent or in exchange or otherwise acquire any assets or property of any and every description as may be necessary for the purposes of carrying on the aforesaid businesses; to deal generally in raw materials and consumables of every description; to carry on business as financiers industrial bankers and to loan and advance money to persons, firms or Companies having dealings with the Company; to provide such services as may be required by persons having dealings with the Company of any description and to carry on any other trade or business whatsoever which can in the opinion of the Company be conveniently or advantageously carried on in connection with or by way of extension of any such business or trade or is calculated indirectly or directly to develop any branch of the business or activities of the Company to increase the value of or turn to account any of the Company's, right, property or assets.



1011

12.12.84  
Company No: 1854917



THE COMPANIES ACTS 1948 to 1983

SPECIAL RESOLUTION

of

BLACKASH LIMITED



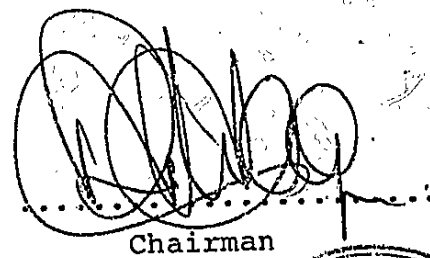
124

COMPANY LIMITED BY SHARES

Passed the 19th of November 1984

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the above date at Chelsea House, 26 Market Square, Bromley, Kent the following Resolution was duly passed as a Special Resolution, namely:-

"That with the consent of the Registrar of Companies and the Secretary of State for Trade, the name of the Company be changed to "ADAMSON CONTAINERS LIMITED"

  
Chairman



# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1854917

I hereby certify that

BLACKASH LIMITED

having by special resolution changed its name, is now  
incorporated under the name of  
ADAMSON CONTAINERS LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 2ND JANUARY 1985

*D. G. Blackstock*

D. G. BLACKSTOCK

an authorised officer

Company No: 1854917

THE COMPANIES ACTS 1948 TO 1983

RESOLUTIONS

of

ADAMSON CONTAINERS LIMITED

COMPANY LIMITED BY SHARES

Passed the 30<sup>TH</sup> of APRIL 1985

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the above date at Chelsea House, 26 Market Square, Bromley, Kent the following Resolutions were duly passed appropriately as Ordinary and Special Resolutions, namely:-

1. AS AN ORDINARY RESOLUTION

"That the authorised Share Capital of the Company be and is hereby increased to £10,000 by the creation of 9,000 Ordinary Shares of £1 each, each of such shares ranking pari passu with the existing Ordinary Shares in the capital of the Company".



2. AS AN ORDINARY RESOLUTION

"That the Directors of the Company be and are hereby generally and unconditionally authorised in accordance with the provisions of Section 14 of the Companies Act 1980 to allot and issue Ordinary Shares in the capital of the Company up to a maximum of 9,998 in number which authority shall continue for a period of 1 year from the date on which this resolution is passed (save that the Company may before the expiry thereof make an offer or agreement which would or might require shares to be allotted after such expiry when the Directors may allot and issue shares in pursuance of such offer or agreement)."

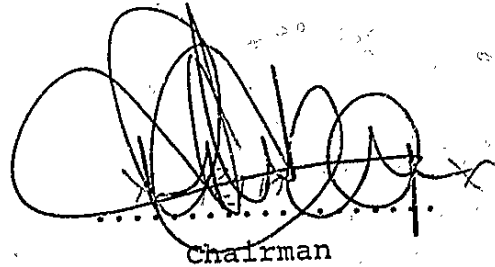
3. AS A SPECIAL RESOLUTION

"That the Directors of the Company be and are hereby empowered to allot and issue equity securities (within the meaning of Section 17 of the Companies Act 1980) as if sub-section (1) of the said Section did not apply to any such allotment or issue and the Directors may at any time prior to the expiry of the power hereby conferred or any renewal thereof make any offer or agreement which would or might require equity securities to be allotted after such offer or agreement accordingly."

4. AS A SPECIAL RESOLUTION

"That upon the recommendation of the Directors it is desirable to capitalise the sum of £9,998 being part of the amount standing to the credit of the Revaluation Reserve of the Company and accordingly that such sum be set free for distribution amongst the holders of the Ordinary Shares of £1 each in the Company on the register of members immediately prior to the passing of this Resolution in the proportions in which such sum would have been divisible amongst

them if the same had been distributed by way of dividend on condition that the same be not paid in cash but be applied in paying up in full 9,998 unissued Ordinary Shares of £1 each to be allotted and distributed credited as fully paid up to and amongst such persons in the proportions aforesaid, that is to say in the proportion of 4999 new Ordinary Shares of £1 each for every 1 Ordinary Share of £1 then held by them respectively."



Chairman

## THE COMPANIES ACTS 1948 TO 1981

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

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

To the Registrar of Companies

For official use Company number

20 1854917

Name of Company

ADAMSON CONTAINERS

Limited\*

\*delete if  
inappropriate†delete as  
appropriate

## Note

This notice and a  
printed copy of  
the resolution  
authorising the  
increase must be  
forwarded to the  
Registrar of  
Companies  
within 15 days  
after the passing  
of the resolution

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary] [special]† resolution of the company dated 30TH APRIL 1985

the nominal capital of the company has been increased by the addition thereto of the sum of  
£ 9,000 beyond the registered capital of £ 1,000A printed copy of the resolution authorising the increase is forwarded herewith  
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
10,000	ORDINARY	ONE POUND

(If any of the new shares are preference shares state whether they are redeemable or not)  
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 follows:Please tick here if  
continued overleaf
☐
†delete as  
appropriate

Signed

N. H. Smith

[Director] [Secretary]† Date

9th May 1985

Presenter's name, address and  
reference (if any):N. H. SMITH,  
LEGAL DIRECTOR,  
TIPHOOH HOLDINGS LTD.  
CHELSEA HOUSE,  
26 MARKET SQUARE,  
BROMLEY BR 1 1NAFor official use  
General section

Post room







## COMPANIES FORM No. 225(1)

## Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

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

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

To the Registrar of Companies

For official use

Company number

218

1854917

Name of company

\* ADAMSON CONTAINERS LIMITED

\* insert full name of company

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

Day Month

30 04

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

30 04 1985

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

The company is a [subsidiary][holding company]† of \_\_\_\_\_, company number \_\_\_\_\_ the accounting reference date of which is \_\_\_\_\_

Signed

N. Henderson Smith

[Director][Secretary]† Date

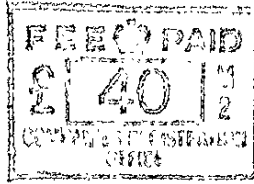
9th January 1986

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

For official Use  
General Section

Post room





Company No. 1854917

Companies Act 1985  
SPECIAL RESOLUTION  
OF  
ADAMSON CONTAINERS LIMITED  
A Company Limited by Shares



Passed the 22nd day of September, 1986

At an Extraordinary General Meeting duly convened and held at Chelsea House, 26 Market Square, Bromley, Kent, BR1 1NA, on the above date the following was duly passed as a Special Resolution of the Company, namely:-

"That, with the consent of the Registrar of Companies and the Secretary of State for Trade, the name of the Company be changed to "ADAMSON MODULAR SYSTEMS LIMITED".

Chairman



to RAN  
769831

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1854917

*132*

I hereby certify that

ADAMSON CONTAINERS LIMITED

having by special resolution changed its name, is now

incorporated under the name of

ADAMSON MODULAR SYSTEMS LIMITED

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

9TH OCTOBER 1986

*E. Chadwick*  
MRS E. CHADWICK

an authorised officer

# 6-12-88

1854917

## SPECIAL RESOLUTION

(Pursuant to the Companies Act 1985 S378)

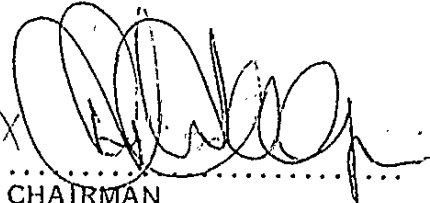
of

ADAMSON MODULAR SYSTEMS LIMITED

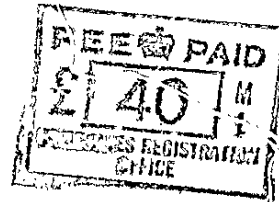
(Passed 1st November 1988)

At an Extraordinary General Meeting of the Members of the said Company, after due notice specifying the intention to propose the following Resolution as a Special Resolution had been given held at Lancaster House, 7 Elmfield Road, Bromley, Kent, BR1 1LT on the 1st day of November 1988, the following Special Resolution was duly passed:-

That the existing Articles of Association of the Company be altered by amending Clause 9 by the deletion of the words "nor more than five" in the second and third lines and the insertion in their place of the words "and unless otherwise determined as aforesaid there shall be no maximum number of Directors."

X   
.....  
CHAIRMAN





Company Number:- 1854917

Companies Act 1985

SPECIAL RESOLUTION

of

ADAMSON MODULAR SYSTEMS LIMITED

A Company limited by Shares

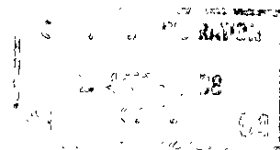
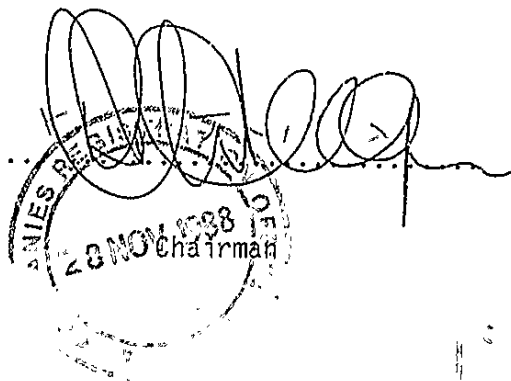
---

Passed on 8th November 1988

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At an Extraordinary General Meeting duly convened and held at Lancaster House, 7 Elmfield Road, Bromley, Kent, BR1 1LT, on the above date the following was duly passed as a Special Resolution of the Company. namely:-

"That, with the consent of the Registrar of Companies and the Secretary of State for Trade, the name of the Company be changed to TIPHOOK MODULAR SYSTEMS LIMITED".



Lloyds #40  
000513

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1854917

I hereby certify that

ADAMSON MODULAR SYSTEMS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

TIPHOOK MODULAR SYSTEMS LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 5 DECEMBER 1988

A handwritten signature in dark ink, appearing to read 'D. James'.

D. JAMES

an authorised officer

1/2



Company Number:- 1854917

Companies Act 1985

SPECIAL RESOLUTION

of

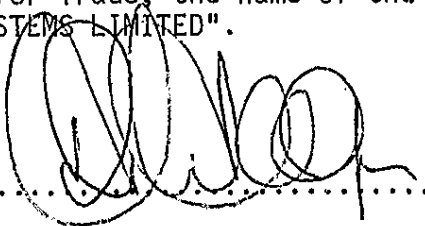
TIPHOOK MODULAR SYSTEMS LIMITED

A Company limited by Shares

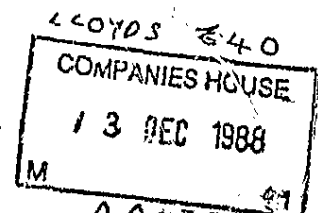
\_\_\_\_\_  
Passed on the 8th day of December 1988  
\_\_\_\_\_

At an Extraordinary General Meeting duly convened and held at Lancaster House, 7, Elmfield Road, Bromley, Kent, BR1 1LT, on the above date the following was duly passed as a Special Resolution of the Company, namely:-

That, with the consent of the Registrar of Companies and the Secretary of State for Trade, the name of the Company be changed to "ADAMSONS MODULAR SYSTEMS LIMITED".

.....  


Chairman



000720

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1854917

I hereby certify that

**TIPHOOK MODULAR SYSTEMS LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**ADAMSONS MODULAR SYSTEMS LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 23 DECEMBER 1988

A handwritten signature in cursive script, appearing to read 'D. M. Wilkie'.

MRS. D. M. WILKIE

an authorised officer



6/2

AMENDED COPY

RECEIVED  
25 JAN 1989  
LONDON

FEE PAID  
£ 40 M  
COMPANIES HOUSE

Company Number:- 1854917

Companies Act 1985

SPECIAL RESOLUTION

of

ADAMSONS MODULAR SYSTEMS LIMITED

A Company limited by Shares

Passed on the 8th day of December 1988

NC  
30 JAN 1989  
COMPANIES HOUSE

NC  
17 JAN 1989  
COMPANIES HOUSE

At an Extraordinary General Meeting duly convened and held at Lancaster House, 7 Elmfield Road, Bromley, Kent, BR1 1LT, on the above date the following was duly passed as a Special Resolution of the Company, namely:-

That, with the consent of the Registrar of Companies and the Secretary of State for Trade, the name of the Company be changed to ADAMSON MODULAR SYSTEMS LIMITED

Chairman

floyds  
40.  
470807  
11 JAN 1989  
COMPANIES HOUSE  
26 JAN 1989  
M 20

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1854917

I hereby certify that

**ADAMSONS MODULAR SYSTEMS LIMITED**

having by special resolution changed its name,  
is now incorporated under the name of

**ADAMSON MODULAR SYSTEMS LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 6 FEBRUARY 1989

*F. A. Joseph*

F. A. JOSEPH

an authorised officer



Company Number:- 1854917

Companies Act 1985

SPECIAL RESOLUTION

of

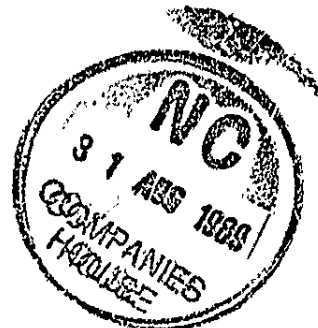
ADAMSON MODULAR SYSTEMS LIMITED

A Company limited by Shares

---

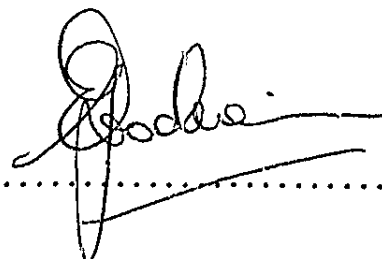
Passed on 23rd August 1989

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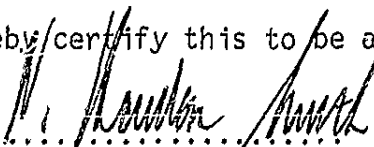
At an Extraordinary General Meeting duly convened and held at Lancaster House, 7 Elmfield Road, Bromley, Kent, BR1 1LT, on the above date the following was duly passed as a Special Resolution of the Company, namely:-

"That, with the consent of the Registrar of Companies and the Secretary of State for Trade, the name of the Company be changed to TIPHOOK MODULAR SYSTEMS LIMITED".

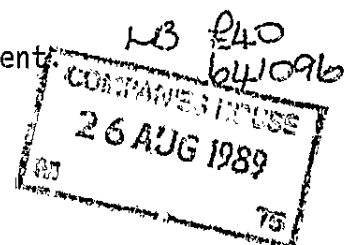
  
.....

Chairman

I hereby certify this to be a true copy of the original document.

  
.....

Company Secretary.



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1854917

I hereby certify that

**ADAMSON MODULAR SYSTEMS LIMITED**


having by special resolution changed its name,

is now incorporated under the name of

**TIPHOOK MODULAR SYSTEMS LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 7 SEPTEMBER 1989

  
D. JAMES

an authorised officer

CON 358 19  
602

COMPANIES ACT 1985

WRITTEN RESOLUTION


OF

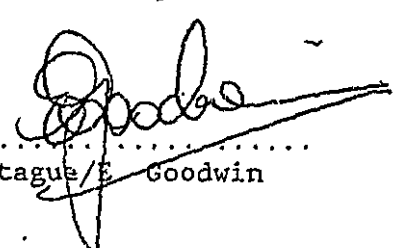
TIPHOOK MODULAR SYSTEMS LIMITED  
(Company No. 1854917)

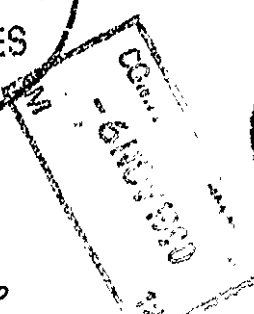
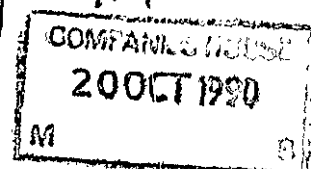
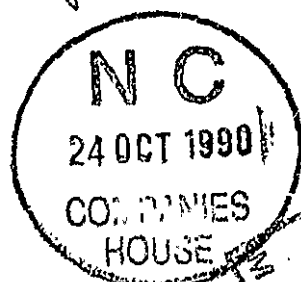
We, the undersigned, being all the members of the above Company, for the time being entitled to receive notice of and attend and vote at General Meetings of the Company hereby unanimously pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved that the name of the Company be changed to Adamsons Modular Systems Limited.

Dated the 15<sup>th</sup> day of October 1990.

  
.....  
for Tiphook plc

  
.....  
R.J. Montague/E Goodwin



*Bb*  
*640-00*

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1854917

I hereby certify that

**TIPHOOK MODULAR SYSTEMS LIMITED**

having by special resolution changed its name,  
is now incorporated under the name of

**ADAMSONS MODULAR SYSTEMS LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 19 NOVEMBER 1990

A handwritten signature in dark ink, appearing to read 'P.A. Morgan'.

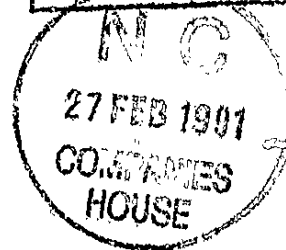
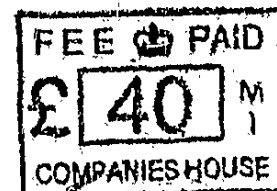
P.A.MORGAN (M.C.C.)

an authorised officer

Company Number: 1854917

The Companies Act 1985

Private Limited Company



SPECIAL RESOLUTION

of


ADAMSONS MODULAR SYSTEMS LIMITED

(Passed on the 21 day of JANUARY 1991)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Station Road Reddish Stockport Cheshire the following resolution was duly passed as an Ordinary Resolution of the Company:

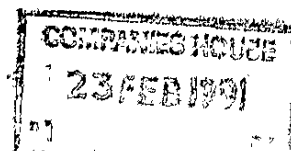
ORDINARY RESOLUTION

That the name of the Company be and is hereby changed to ADAMSON MODULAR SYSTEMS LIMITED

  
Chairman

BB £40

- 776132



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1854917

I hereby certify that

**ADAMSONS MODULAR SYSTEMS LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**ADAMSON MODULAR SYSTEMS LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 5 MARCH 1991

*P. Bevan*  
P. BEVAN

an authorised officer



**G**

COMPANIES FORM No. 123

**Notice of increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 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

--	--	--	--

1854917

Name of company

\* ADAMSON MODULAR SYSTEMS LIMITED

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 29 October 1992 the nominal capital of the company has been  
increased by £ 4,000,000 beyond the registered capital of £ 10,000.

§ the copy must be  
printed or in some  
other form approved  
by the registrar

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:

The shares are redeemable preference shares of £1 each  
having the rights and being subject to the restrictions  
contained in the Company's Articles of Association, (see  
annexed copy of the relevant section in the Company's  
Articles)

Please tick here if  
continued overleaf☐† delete as  
appropriate

Signed

P.R.

[Director][Secretary]† Date

10/11/92

PRINTED AND SUPPLIED BY

**Jordans**  
JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON W1C 6EE  
TELEPHONE 01 253 3030  
TELEX 261010Presenter's name address and  
reference (if any):

COBBETT LEAK ALMOND  
SHIP CANAL HOUSE  
KING STREET  
MANCHESTER  
M2 4WB  
REF: KVVH .RGT

For official Use  
General Section

Post room

COMPANIES HOUSE

12 NOV 1992

M

5

Company Number : 1854917

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

RESOLUTION  
OF  
ADAMSON MODULAR SYSTEMS LIMITED

(Passed on 29th October 1992)

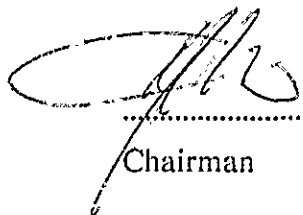
At an Extraordinary General Meeting of the Company duly convened and held at The Registered Office on 29th October, 1992 the following resolution was duly passed as a special resolution of the Company:

THAT:

- (1) the Articles of Association of the Company be amended by:
  - (a) the deletion of Articles 3 and 4 thereof;
  - (b) the addition of a new Article 3 set out in the printed document marked "A" attached to this resolution and for the purposes of identification initialled by the Chairman; and
  - (c) renumbering existing articles 5 to 19 (inclusive) as articles 4 to 18 (inclusive) and cross references (if any) shall be amended accordingly.
- (2) the authorised share capital of the Company be increased by 4,000,000 to 4,010,000 by the creation of 4,000,000 redeemable preference shares of £1 each

having the rights and being subject to the restrictions set out in the new Article of Association referred to above; and

- (3) (a) the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined for the purposes of section 80 of the Companies Act 1985) up to the nominal amount of the authorised share capital of the Company;
- (b) this authority shall expire on the day five years after the passing of this resolution;
- (c) the Company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted under this authority after it expires; and
- (d) all previous authorities under section 80 of the Companies Act 1985 shall cease to have effect.
- (4) (a) the Directors be empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of that Act) pursuant to the authority conferred by paragraph (3) above as if section 89 (1) of the said Act did not apply to any such allotment;
- (b) the power hereby granted shall expire on the day five years after the passing of this resolution; and
- (c) the Company, may before this power expires, make an offer or agreement which would or might require equity securities to be allotted after this power expires.

  
.....  
Chairman

The Companies Acts 1948-1983

Company Limited by Shares

ARTICLES OF ASSOCIATION

OF

ADAMSON MODULAR SYSTEMS LIMITED

Preliminary

1. The Company shall be a private company within the meaning of the Companies Acts 1948 to 1980 (hereinafter referred to as "the Acts") and subject as hereinafter provided the regulations contained or incorporated in Table A in the First Schedule to the Companies Act, 1948 as amended by the Acts (hereinafter referred to as Table A), shall apply to the Company. Reference to any provision of the Acts shall where the context so admits be construed as and include a reference to such provision as modified by any statute for the time being in force.

2. Regulations 22, 24, 71, 84(2), 84(4), 88, 89, 90, 91, 92, 99, 107 and 108 of Table A, shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, but subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

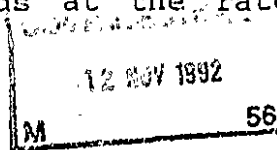
REDEEMABLE NON-CUMULATIVE PREFERENCE SHARES

The Preference Shares

3. The rights attached to the Redeemable Non-cumulative Preference Shares of £1 each (the "Preference Shares") shall be as set out below (but so that the provisions of this Article shall not be deemed to limit or prejudice any rights attached thereto by virtue of any other provision of these Articles):

(1) As regards income:-

- (a) Each Preference Share shall confer on the holder thereof the right to receive, out of the profits of the Company available for distribution, (in priority to any payment of dividend to the holders of any other class of shares in the capital of the Company) fixed non-cumulative preferential dividends at the rate of 8.75 per



cent net of associated tax credit per annum on the capital paid or credited as paid up thereon;

- (b) Dividends shall be payable by two equal instalments on 31st July and 31st January in each year in respect of the half-years ended on 31st July and 31st January respectively. The first such payment will be payable on 31st January 1993 in respect of the period from 31st July 1992 to 31st January, 1993 (both inclusive). The last such payment will be payable on 31st July 1998;
- (c) interest will accrue on all declared and unpaid dividends from the due date of payment until the actual date of payment (inclusive) at the rate of 4 per cent per annum over base rate from time to time of Lloyds Bank plc.

(2) As regards capital:-

Each Preference Share shall confer on the holder thereof the right on a winding-up or other return of capital (other than on redemption of the Preference Shares) to receive in priority to any payment to the holders of any other class of shares in the capital of the Company in the following order of priority:-

- (i) repayment in full of the capital paid or credited as paid on such Preference Share;
- (ii) payment of a sum equal to any arrears of the fixed non-cumulative preferential dividend which have been declared but remain unpaid on such Preference Share (including any interest thereon) calculated down to the date of such repayment of capital.

(3) As regards Redemption:-

The Preference Shares shall be redeemed upon, and subject to the following terms and conditions:-

- (a) The Company shall redeem the Preference Shares at par value together with any arrears of declared and unpaid dividends and interest thereon:-
  - (i) on 31st July 1998; or
  - (ii) if earlier, unless the holders of the Preference Shares shall otherwise consent on or before the date fixed for redemption in the manner required for a variation of rights, within two months of the occurrence of a change of control of the Company (as defined in sub-paragraph (f) below);

or (in any such case) so soon thereafter as the Company shall be permitted to do so in accordance with the Acts and in the event that at any such time for redemption the Company is permitted to redeem some only of the Preference Shares then to be redeemed, it shall redeem such shares at such time and shall redeem the remaining Preference Shares then to be redeemed so soon thereafter as the Company is permitted to do so.

- (b) The Company shall be entitled to redeem the Preference Shares at any time prior to 31st July, 1998 (together with any arrears of dividend and interest thereon) in accordance with the Acts [provided that in such event it redeems all but not part only of the Preference Shares].
- (c) In the event of a proposed redemption of Preference Shares not comprising all the Preference Shares then in issue, the Preference Shares to be redeemed shall be a proportionate part, as nearly as practicable, of each separate holding, if any, of Preference Shares.
- (d) The notice of redemption shall be in writing and shall fix the time and place for such redemption and shall specify the particular shares to be redeemed. At the time and place so fixed, the registered holders of the Preference Shares to be redeemed shall be bound to deliver to the Company the certificates for such shares for cancellation, and thereupon the Company shall pay to (or to the order of) such holders all the monies payable in respect of the redemption of such shares, and such payment shall be made through a bank if the Company shall think fit. If any certificate so delivered to the Company shall include any Preference Shares not redeemed on the occasion for which it is so delivered, the Company shall issue without charge a fresh certificate for such Preference Shares.
- (e) The fixed non-cumulative preferential dividend payable on each of the Preference Shares becoming liable to be redeemed under the foregoing provisions shall cease to accrue as from the date of the expiry of the said notice of redemption unless the Company shall default in its redemption obligations.
- (f) For the purposes of sub-paragraph (a) above "change in control" means the acquisition by any person firm or body corporate or by an interconnected series of persons firms or bodies

corporate (including in particular by a body corporate and its subsidiaries or by a series of bodies corporate having substantially parallel boards of directors or shareholders) or by a group of persons firms or bodies corporate acting in concert of shares carrying 50 per cent or more of all the voting rights attributable to the share capital of the Company other than rights that in the circumstances existing for the time being are exercisable only in restricted circumstances.

(g) For the purpose of this paragraph (3) and paragraph (5) of this Article the Company shall be deemed to have defaulted in its redemption obligations if it shall have failed (whether or not it would have been permitted by the Statutes or was willing to do otherwise):-

- (i) to have given due notice of the redemption of any Preference Share on the relevant date specified for the redemption thereof in sub-paragraph (a)(i) or (ii) above; or
- (ii) having given a notice of redemption to have made due payment of the monies payable in respect thereof; or
- (iii) to have obtained the consent of the Preference Shareholders as a class to the variation of their rights in relation to the payment of a dividend or distribution prohibited by paragraph (7) below or in relation to any matter mentioned in paragraph (8) below.

(4) As regards Further Participation:-

The Preference Shares will not entitle the holders thereof to participate in the profits or assets of the Company beyond such rights as are expressly set out in paragraphs (1) to (3) above.

(5) As regards Voting Rights:-

The Preference Shares shall entitle the holders to receive notice of but not to attend and vote at any general meeting of the Company.

(6) As regards Appointment of a Director:-

Whilst any of the Preference Shares are in issue, the holder or holders thereof shall be entitled, notwithstanding the provisions of article 9 concerning the maximum number of directors, to appoint any person,

being a director of the holder of the Preference Shares (or any holding company, as defined in Section 736 Companies Act 1985, of such holder) as an additional director of the Company except that the holder or holders of the Preference Shares shall not appoint a majority or half of the directors.

(7) As regards Restrictions on Dividend Payments:-

Whilst any of the Preference Shares are in issue, the Company shall not pay, make or declare any dividend or distribution in respect of any other class of shares

(8) As regards Variation of Rights:-

(a) The following shall be deemed to be a variation of the rights attached to the Preference Shares:-

- (i) the issue by the Company of any share capital or the grant by the Company of any rights to subscribe for or to convert shares or other securities into share capital of the Company ranking as regards income or capital in priority to or pari passu with the Preference Shares;
- (ii) the reduction or repayment of all or any part of the capital paid up on any share in the capital of the Company for the time being in issue (other than a repayment in the course of a winding-up of the Company and other than the redemption of Preference Shares) including share premium account and capital redemption reserve or the acquisition by the Company or any of its subsidiaries of any share capital of the Company;
- (iii) the application by way of capitalisation of any profits or reserves of the Company of any sum in or towards paying up any share capital (whether issued or unissued) or any debenture or debenture stock (whether secured or unsecured);
- (iv) the acquisition after the date of adoption of this Article by the Company and/or any of its subsidiaries (except from the Company or a subsidiary of the Company) otherwise than in the ordinary course of business of any undertakings or assets (including securities other than securities representing the deposit for a term not exceeding 90 days of monies not immediately required by the Company or its subsidiaries



for their respective businesses) where the market value of the consideration for such acquisition (as at the date of such acquisition) represents 5 per cent or more of the Company's paid up share capital and consolidated reserves (as shown in the Company's latest audited consolidated accounts);

(b) The following shall be deemed not to be a variation of the rights attached to the Preference Shares:-

(i) the issue by the Company of any share capital or the grant by the Company of any rights to subscribe for or convert shares or other securities into share capital of the Company ranking in all respects after the Preference Shares; and

(ii) any variation in the borrowing powers exercisable by the Directors at the date of adoption of this Article.

(9) As regards Transferability.-

Preference Shares shall not be transferable otherwise than in accordance with Article 6 except for a transfer to any member of the group of companies of which the holder (being a company) is a member at the date of the adoption of this Article. For the purposes of this provision "group" in relation to a body corporate has the meaning as in Section 53 Companies Act 1989.

#### LIEN

4. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

#### SHARE TRANSFERS

5. 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.

6. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

The Companies Acts 1948-1983

Company Limited by Shares

ARTICLES OF ASSOCIATION

OF

ADAMSON MODULAR SYSTEMS LIMITED

Preliminary

1. The Company shall be a private company within the meaning of the Companies Acts 1948 to 1980 (hereinafter referred to as "the Acts") and subject as hereinafter provided the regulations contained or incorporated in Table A in the First Schedule to the Companies Act, 1948 as amended by the Acts (hereinafter referred to as Table A), shall apply to the Company. Reference to any provision of the Acts shall where the context so admits be construed as and include a reference to such provision as modified by any statute for the time being in force.

2. Regulations 22, 24, 71, 84(2), 84(4), 88, 89, 90, 91, 92, 99, 107 and 108 of Table A, shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, but subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

REDEEMABLE NON-CUMULATIVE PREFERENCE SHARES

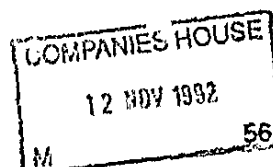
The Preference Shares

3. The rights attached to the Redeemable Non-cumulative Preference Shares of £1 each (the "Preference Shares") shall be as set out below (but so that the provisions of this Article shall not be deemed to limit or prejudice any rights attached thereto by virtue of any other provision of these Articles):

(1) As regards income:-

- (a) Each Preference Share shall confer on the holder thereof the right to receive, out of the profits of the Company available for distribution, (in priority to any payment of dividend to the holders of any other class of shares in the capital of the Company) fixed non-cumulative preferential dividends at the rate of 8.75 per

- 1 -



cent net of associated tax credit per annum on the capital paid or credited as paid up thereon;

- (b) Dividends shall be payable by two equal instalments on 31st July and 31st January in each year in respect of the half-years ended on 31st July and 31st January respectively. The first such payment will be payable on 31st January 1993 in respect of the period from 31st July 1992 to 31st January, 1993 (both inclusive). The last such payment will be payable on 31st July 1998;
- (c) interest will accrue on all declared and unpaid dividends from the due date of payment until the actual date of payment (inclusive) at the rate of 4 per cent per annum over base rate from time to time of Lloyds Bank plc.

(2) As regards capital:-

Each Preference Share shall confer on the holder thereof the right on a winding-up or other return of capital (other than on redemption of the Preference Shares) to receive in priority to any payment to the holders of any other class of shares in the capital of the Company in the following order of priority:-

- (i) repayment in full of the capital paid or credited as paid on such Preference Share;
- (ii) payment of a sum equal to any arrears of the fixed non-cumulative preferential dividend which have been declared but remain unpaid on such Preference Share (including any interest thereon) calculated down to the date of such repayment of capital.

(3) As regards Redemption:-

The Preference Shares shall be redeemed upon, and subject to the following terms and conditions:-

- (a) The Company shall redeem the Preference Shares at par value together with any arrears of declared and unpaid dividends and interest thereon:-
  - (i) on 31st July 1998; or
  - (ii) if earlier, unless the holders of the Preference Shares shall otherwise consent on or before the date fixed for redemption in the manner required for a variation of rights, within two months of the occurrence of a change of control of the Company (as defined in sub-paragraph (f) below);

or (in any such case) so soon thereafter as the Company shall be permitted to do so in accordance with the Acts and in the event that at any such time for redemption the Company is permitted to redeem some only of the Preference Shares then to be redeemed, it shall redeem such shares at such time and shall redeem the remaining Preference Shares then to be redeemed so soon thereafter as the Company is permitted to do so.

- (b) The Company shall be entitled to redeem the Preference Shares at any time prior to 31st July, 1998 (together with any arrears of dividend and interest thereon) in accordance with the Acts [provided that in such event it redeems all but not part only of the Preference Shares].
- (c) In the event of a proposed redemption of Preference Shares not comprising all the Preference Shares then in issue, the Preference Shares to be redeemed shall be a proportionate part, as nearly as practicable, of each separate holding, if any, of Preference Shares.
- (d) The notice of redemption shall be in writing and shall fix the time and place for such redemption and shall specify the particular shares to be redeemed. At the time and place so fixed, the registered holders of the Preference Shares to be redeemed shall be bound to deliver to the Company the certificates for such shares for cancellation, and thereupon the Company shall pay to (or to the order of) such holders all the monies payable in respect of the redemption of such shares, and such payment shall be made through a bank if the Company shall think fit. If any certificate so delivered to the Company shall include any Preference Shares not redeemed on the occasion for which it is so delivered, the Company shall issue without charge a fresh certificate for such Preference Shares.
- (e) The fixed non-cumulative preferential dividend payable on each of the Preference Shares becoming liable to be redeemed under the foregoing provisions shall cease to accrue as from the date of the expiry of the said notice of redemption unless the Company shall default in its redemption obligations.
- (f) For the purposes of sub-paragraph (a) above "change in control" means the acquisition by any person firm or body corporate or by an interconnected series of persons firms or bodies

corporate (including in particular by a body corporate and its subsidiaries or by a series of bodies corporate having substantially parallel boards of directors or shareholders) or by a group of persons firms or bodies corporate acting in concert of shares carrying 50 per cent or more of all the voting rights attributable to the share capital of the Company other than rights that in the circumstances existing for the time being are exercisable only in restricted circumstances.

(g) For the purpose of this paragraph (3) and paragraph (5) of this Article the Company shall be deemed to have defaulted in its redemption obligations if it shall have failed (whether or not it would have been permitted by the Statutes or was willing to do otherwise):-

(i) to have given due notice of the redemption of any Preference Share on the relevant date specified for the redemption thereof in sub-paragraph (a)(i) or (ii) above; or

(ii) having given a notice of redemption to have made due payment of the monies payable in respect thereof; or

(iii) to have obtained the consent of the Preference Shareholders as a class to the variation of their rights in relation to the payment of a dividend or distribution prohibited by paragraph (7) below or in relation to any matter mentioned in paragraph (8) below.

(4) As regards Further Participation:-

The Preference Shares will not entitle the holders thereof to participate in the profits or assets of the Company beyond such rights as are expressly set out in paragraphs (1) to (3) above.

(5) As regards Voting Rights:-

The Preference Shares shall entitle the holders to receive notice of but not to attend and vote at any general meeting of the Company.

(6) As regards Appointment of a Director:-

Whilst any of the Preference Shares are in issue, the holder or holders thereof shall be entitled, notwithstanding the provisions of article 9 concerning the maximum number of directors, to appoint any person,

being a director of the holder of the Preference Shares (or any holding company, as defined in Section 736 Companies Act 1985, of such holder) as an additional director of the Company except that the holder or holders of the Preference Shares shall not appoint a majority or half of the directors.

(7) As regards Restrictions on Dividend Payments:-

Whilst any of the Preference Shares are in issue, the Company shall not pay, make or declare any dividend or distribution in respect of any other class of shares

(8) As regards Variation of Rights:-

(a) The following shall be deemed to be a variation of the rights attached to the Preference Shares:-

- (i) the issue by the Company of any share capital or the grant by the Company of any rights to subscribe for or to convert shares or other securities into share capital of the Company ranking as regards income or capital in priority to or *pari passu* with the Preference Shares;
- (ii) the reduction or repayment of all or any part of the capital paid up on any share in the capital of the Company for the time being in issue (other than a repayment in the course of a winding-up of the Company and other than the redemption of Preference Shares) including share premium account and capital redemption reserve or the acquisition by the Company or any of its subsidiaries of any share capital of the Company;
- (iii) the application by way of capitalisation of any profits or reserves of the Company of any sum in or towards paying up any share capital (whether issued or unissued) or any debenture or debenture stock (whether secured or unsecured);
- (iv) the acquisition after the date of adoption of this Article by the Company and/or any of its subsidiaries (except from the Company or a subsidiary of the Company) otherwise than in the ordinary course of business of any undertakings or assets (including securities other than securities representing the deposit for a term not exceeding 90 days of monies not immediately required by the Company or its subsidiaries

for their respective businesses) where the market value of the consideration for such acquisition (as at the date of such acquisition) represents 5 per cent or more of the Company's paid up share capital and consolidated reserves (as shown in the Company's latest audited consolidated accounts);

(b) The following shall be deemed not to be a variation of the rights attached to the Preference Shares:-

(i) the issue by the Company of any share capital or the grant by the Company of any rights to subscribe for or convert shares or other securities into share capital of the Company ranking in all respects after the Preference Shares; and

(ii) any variation in the borrowing powers exercisable by the Directors at the date of adoption of this Article.

(9) As regards Transferability:-

Preference Shares shall not be transferable otherwise than in accordance with Article 6 except for a transfer to any member of the group of companies of which the holder (being a company) is a member at the date of the adoption of this Article. For the purposes of this provision "group" in relation to a body corporate has the meaning as in Section 53 Companies Act 1989.

#### LIEN

4. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

#### SHARE TRANSFERS

5. 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.

6. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

## PROCEEDINGS AT GENERAL MEETINGS

7. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

## DIRECTORS

8. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one and unless otherwise determined as aforesaid there shall be no maximum number of directors. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Acts.

(Amended by Special Resolution passed on 1st November 1988)

9. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his attaining or having attained that or any other age.

10. Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company, or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled in addition to his own vote to a separate vote on behalf of the Director whom he is representing.

11. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.



12. the office of a Director shall be vacated:-

- (a) if by notice in writing delivered to the Company at its registered office or tendered at a meeting of the Directors he resigned the office of Director; or
- (b) if he becomes bankrupt or enters into any arrangement with his creditors; or
- (c) if he becomes of unsound mind; or
- (d) if he is prohibited from being a Director by reason of any order made under the Acts; or
- (e) if he is removed from office by a resolution duly passed in accordance with the Acts.

#### BORROWING POWERS OF DIRECTORS

13. The proviso to regulation 79 of Table A shall not apply to the Company.

#### MANAGING DIRECTORS AND MANAGERS

14. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed, whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors but appointment, subject to the payment to him of such compensation damages as may be payable to him by reason thereof, shall be automatically terminated if he cease from any cause to be a Director.

15. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

#### PROCEEDINGS OF DIRECTORS

16. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall, when one Director only is in office, be one, and shall, when more than one Director is in office, be two.

#### SECRETARY

17. The first Secretary of the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Acts.

#### INDEMNITY

18. Subject to the provisions of the Acts, and in addition to such indemnity as is contained in regulation 136 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred to him in or about the execution and discharge of the duties of this office.

20-03-93

The Insolvency Act 1986

Form 3.10

**Administrative**

**Receiver's Report  
S.48(1)**

Pursuant to section 48(1) of the Insolvency Act 1986  
and Rule 3.8(3) of the Insolvency Rules 1986

To the Registrar of Companies

For official use

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Company number


01854917

Name of Company

Adamson Modular Systems Limited

I/We Philip Ramsbottom  
of St James' Square  
Manchester  
M2 6DS

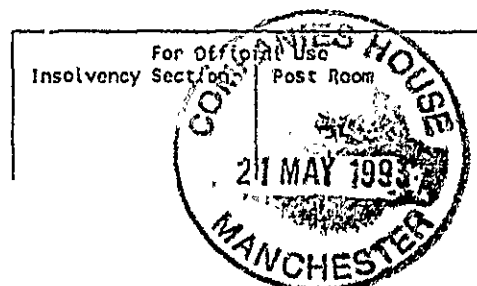
administrative receiver(s) of the company attach a copy of my report to creditors and a copy of the statement of affairs of the company.

Signed 

Date 11 May 1993

Philip Ramsbottom  
KPMG Peat Marwick  
St James' Square  
Manchester  
M2 6DS

Software supplied by Turnkey Computer Technology Ltd., Glasgow



# 28-05-93

Adamson Modular Systems Limited  
(In Administrative Receivership)

Report Pursuant to Section 48 of the Insolvency Act 1986

For the Meeting of Creditors held on 23 April 1993

Following the appointment of P Ramsbottom as Administrative Receiver of Adamson Modular Systems Limited on 1 February 1993, a report setting out the events leading up to the appointment and the actions taken since is set out below.

## 1. Events Leading up to the Appointment

The Company, based in Reddish, Stockport, was set up to acquire the assets and trade of Adamson Containers Limited from the Receivers of the Acrow Group in 1984. From 1984 to October 1990 the Company was a wholly owned subsidiary of Tiphook Plc. Following the announcement in May 1990 that Tiphook Plc were disposing of all of their manufacturing interests, the company was acquired on 15 October 1990 by two companies, Seaton Place Nominees Limited and Esplanade Nominees Limited. These nominee companies hold the shares as nominees on behalf of the Parris Family Settlement II; Mr Parris and his family are discretionary beneficiaries of the settlement.

From the late 1980s the depressed world container leasing market caused a dramatic slump in the Company's turnover. As a result of this, very low margins and substantial fixed overheads, the Company suffered significant losses. In view of continuing losses and spiralling cashflow requirements, Tiphook Plc withdrew its financial support at the end of January 1993 and the directors requested the appointment of a Receiver on 29 January 1993.

## 2. Actions Since the Appointment of the Administrative Receiver

On the date of appointment it was decided that trading and production should cease due to the substantial losses and the low level of orders. All the staff, other than four who were retained to help the Receiver, were made redundant.

A small amount of stock and the company's four motor vehicles have been sold.

The following appointments of professional advisors were made:

Addleshaw Sons & Latham	-	Solicitors
Edward Rushton Son & Kenyon	-	Auctioneers and Valuers
Jardine Insurance Brokers	-	Insurance Brokers
Lindley Pension Services Ltd	-	Pension Scheme Advisors

## 3. Scope of the Appointment

The debenture under which the appointment was made gives a fixed and floating charge over all of the Company's assets.

The principal assets owned by the Company are the plant, fixtures and stock. As most customers traditionally paid in advance there are very few disputed debtors. The land and buildings are owned by Tiphook Properties Limited.

## 4. Sale of the Company

An advertisement for the sale of the Company was placed in the Financial Times on 2 February 1993. A similar advertisement was also placed in the March edition of the journal "Cargo Systems International". There has also been wide coverage of the receivership and the sale in local newspapers.

Over 50 enquiries were received following these advertisements and a detailed sales memorandum was then sent to all parties expressing an interest. The response after this was poor, however, 8 parties visited the site with a view to purchasing all of the plant. Only two of these parties then made offers. At present negotiations are progressing with these parties but have not been concluded.

#### 5. Amounts due to the Debenture Holder

The debenture holder has claimed an amount due of £819,000 covered by the fixed and floating charge.

#### 6. Preferential Creditors

The amounts outstanding to preferential creditors are estimated to be as follows:

	£000
HM Customs & Excise, VAT	478
The Collector of Taxes, NIC/PAYE	223
Pension contributions	8
Holiday pay	31
The Department of Employment's wages claim	<u>29</u>
	<u>769</u>

Based on the figures shown in the statement of affairs, there will be a partial dividend to preferential creditors.

## 7. Estimated Outcome

It is not possible at this stage to forecast accurately the outcome of the receivership as negotiations for the sale of the business are still progressing. However, based upon the likely level of realisations from plant, fixtures and stock it is unlikely that there will be funds available for unsecured creditors totalling £1,168,000.

## 8. Statement of Affairs

A statement of affairs has been sworn by the directors and a copy is attached. At this point it does not include a full list of creditors.

## 9. Receipts and Payments

A summary of the Receiver's receipts and payments to 21 April 1993 is attached.

# Adamson Modular Systems Limited

## Statutory Information

Company Number	018549917		
Date of Incorporation	12 October 1984		
Nature of Business	Manufacturer of metal freight containers		
Registered office	Station Road Reddish Stockport Cheshire SK5 6ND		
Directors	S Parris P Rath P Schofield		
Company Secretary	P Schofield		
Share capital	Ordinary shares	Authorized	10,000 £1 shares
		Issued	10,000 £1 shares
	Preference shares	Authorized	4,000,000 shares
		Issued	4,000,000 shares
Shareholders	Ordinary Shares	Esplanade (Nominees) Ltd	7,500
		Seaton Place (Nominees) Ltd	2,500
	Preference Shares	Oakhill Investments Ltd	4,000,000
Administrative Receiver	P Ramsbottom		
Address	St James' Square Manchester M2 6DS		
Date of Appointment	1 February 1993		
Debenture	Fixed and floating charge in favour of Tiphook Plc.		



Adalson Modular Systems Limited  
(In Receivership)

ADMINISTRATIVE RECEIVER'S ABSTRACT OF RECEIPTS AND PAYMENTS  
TO 22 April 1993

RECEIPTS	Total
	£
Sales	1435.71
Plant & Machinery	275.00
Book Debts	18299.06
Motor Vehicles	14690.00
Loan from debenture holder	50355.00
Motor Vehicles	6400.00
Stock	40358.61
VAT Payable	8700.86
	<hr/> 148514.24 <hr/>
 PAYMENTS	
Direct Labour	43745.33
Consumables	3867.00
Carriage	3097.24
Repairs and Renewals	70.00
Other Direct Costs	551.80
Indirect Labour	1080.00
Indirect Labour (2)	13252.25
Electricity	3404.86
Gas	542.31
Telephone	1047.01
Water Rates	250.60
Professional Fees	38.46
Hire of Equipment	5611.60
Motor Expenses	1273.48
Travel and Accommodation	23.00
Stationery and Postage	159.65
Sundry Expenses	530.00
Bank Charges and Interest	458.72
Office Holders Fees	21000.00
Office Holders Fees	14000.00
Legal Fees (1)	1763.00
Brokers Commission	400.00
Statutory Advertising	3294.92
Insurance of Assets	65.94
VAT Receivable	14012.86
	<hr/> 133540.03 <hr/>
Balances in Hand	14974.21
	<hr/> 148514.24 <hr/>

# Adamson Modular Systems Limited

Philip Ramsbottom appointed Administrative Receiver on 1 February 1993

Correspondence to the Administrative Receiver of Adamson Modular Systems Limited  
St James' Square, Manchester, M2 6DS  
telephone 061 838 4000 facsimile 061 838 4040

The Registrar of Companies  
Companies House  
Crown Way  
CARDIFF  
CF4 3UZ

Your ref

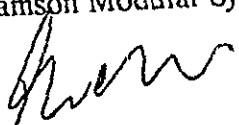
Our ref pr/tl/eb

11 May 1993

Dear Sir

I attach the Section 48 report and the statement of affairs for the above company.

Yours faithfully  
for and on behalf of  
Adamson Modular Systems Limited

  
Philip Ramsbottom  
Administrative Receiver

Enclosure



The Administrative Receiver acts as the company's agent  
Registered Office: Station Road, Reddish, Stockport Cheshire SK5 6ND  
Registered in England and Wales No. 01854917

## Statement of Affairs

In the

No

of 19

In the matter of

and in the matter of the Insolvency Act 1986

Statement as to affairs of

ADAMSON MODULAR SYSTEMS LTDon the 1<sup>ST</sup> FEBRUARY 1993 the date of the resolution for winding up

## Affidavit

This Affidavit must be sworn or affirmed before a Solicitor or Commissioner of Oaths when you have completed the rest of this form

(a) Insert name and occupation

I (a) PAUL JEFFREY SCHOFIELD CHARTERED  
ACCOUNTANT

(b) Insert full address

of (b) 17 ASHLEY DRIVE HARTFORD CHESTER  
CW8 3AQMake oath and say that the several pages exhibited hereto and marked PJS 1are to the best of my knowledge and belief a full, true and complete statement as to the affairs of the above named company as at 1<sup>ST</sup> FEBRUARY 1993 the date of the resolution for winding up and that the said company carried on business as MANUFACTURER OF SPECIAL FREIGHT CONTAINERSResworn at ManchesterOn 14th May 1993Before me Phil Mitchell ShuttsSworn at ManchesterDate 21st April 1993Before me Phil Mitchell

Signature(s)

Phil Mitchell

A Solicitor or Commissioner of Oaths

Before swearing the affidavit the Solicitor or Commissioner is particularly requested to make sure that the full name, address and description of the Deponent are stated, and to initial any crossings-out or other alterations in the printed form. A deficiency in the affidavit in any of the above respects will mean that it is refused by the court, and will need to be re-sworn.

# A—Summary of assets

Assets	Book Value £K	Estimated to Realise £K
Assets specifically pledged:—		
Fixed Assets	880	230
	880	230
Assets not specifically pledged:—		
CASH AT BANK	7	7
SALES LEDGER DEBTS	55	22
OTHER DEBTS	75	10
PREPAYMENTS	66	44
RATES / INSURANCES		
STOCKS AND V.I.-P, AFTER RESERVATION OF TIME CLAIMS	380	100
	583	183
Estimated total assets available for preferential creditors	1463	413

Signature

*P. J. S. Hollis*

Date

21/4/93

# 280593

## A1—Summary of liabilities

		Estimated to realise £k
Estimated total assets available for preferential creditors (carried from page A)		£k 413
<b>Liabilities</b>		
Preferential creditors:—		
VAT	£k 533	
PAYE / NIC	222	
CONTRIBUTIONS TO PENSION SCHEME	10	
WAGES	35	
RENT	20	
INDUSTRIAL INJURY SETTLEMENTS	12	
PREFERENTIAL SHARE CAPITAL	8	
	4000	4902
Estimated (deficiency) surplus as regards preferential creditors		£k (4489)
Debts secured by a floating charge:—		
ASSETS NOT SPECIFICALLY ALLOTTED	£k 183	
LOANS FROM DEBENTURE HOLDER (TIPHOOK PLC)		
TOTALING £101.1k NET OF SALES LEASER		
BALANCE WITH GROUP COMPANY, £927k	144	327
Estimated (deficiency) surplus of assets available for non-preferential creditors		£k (4816)
Non-preferential claims:—		
TRADE CREDITORS	£k 1168	
PROVISIONS FOR LIABILITIES AND OTHER CREDITORS	281	
WAGE DEDUCTIONS NOT PAID OVER	4	
		1453
Estimated (deficiency) surplus as regards creditors		£k (6269)
Issued and called up capital:—		
ORDINARY SHARES	£k 10	
		10
Estimated total (deficiency) surplus as regards members		£k (6279)

59

## Water You must ide

Name of creditor or claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
MOORSIDE WESTONS	HIGHWOOD WOODS, HEATHFIELD STREET, OLDSHAM OL9 6BT	34,351	RESERVATION OF TITLE CLAUSE	UPON PURCHASE	11,000
REVENUE	UNIT 1, SOUTH CHURCH ENTERPRISE PARK, 22-23 ARDRA, CO. DUBLIN BL14 6XB	53,615			24,150
INTERIORIAL	CHURCH STREET, LEWIS LANCASHIRE KA12 5PH	9,977			1,535
PAVINGSTONE MERR PRODUCE	CHASE PARK TWO ESTATE, BIRK BEY, BURNWOOD, WINSHALL, STAFFS WS7 2UR	16,381			2,636
BURWOOD ENTERPRISE	ENQUEST, BURY NEW ROAD, BOZON LANCAS BL2 3BU	11,388			1,913
LESS BARKER	MASS ENGINEERING WORKS, CHARTER STREET, LEWIS LANCASHIRE M19 3DA	33,356			7,879
FITZCOX LTD	4-10 DEERY ROAD LIVERPOOL L20 5LB	62,492			26,840
QWIC ENGINEERING	STANLEY LANE WEST HILL LANCAS L49 7BD	117,105			43,806
LIVE SPENCER STEEL SERVICES	UNIT 6, RINGGATE INDUSTRIAL ESTATE STANLEY LANCASHIRE L41 1RH	13,921			2,980
WARRICK - DAVIS	HEWLEY ROAD, HAZEL GROVE STOCKPORT, CHESHIRE SK7 5DQ	20,091			4,769
STEELSTOCK	RAVENSHEAD, CHESHIRE RAVENSHEAD, CHESHIRE SK7 5DQ	52,915			13,253
UNITED STEELS	BRIDGEMAN INDUSTRIAL WAREHOUSE NILESLOVE, STAFFS	15,074			10,624
VALISTRA GROUP	112-2400 LORSON 10, GERMANY	1,000	OWNERSHIP OF COMPANY CML (SIEGEL GERMANY)		2,500
LODGE ENGINEERING	QUARTER ENGINEERING DIVISION FINANCE HOUSE, CHESTERMAN B, GERMANY B11 2LG	4,000	OWNERSHIP OF COMPANY CML (NOLVO 480 TUBES)		2,000
DS ENGINEERING SERVICES	BRANWICK HOUSE, GREAT PETERBOROUGH ST, STOCKPORT, CHESHIRE SK1 2EA				

**Signature**

Date 02/14/93

ASTROLOG

PSS 1

This is the exhibit referred to in the Affidavit of Peter Jeffrey dated 14th day of May 1993 and sworn to by Peter Jeffrey.

Supplier Name	Supplier Address	Supplier City	Supplier Postcode	Current Account Number
A. MOORE	UNIT 1	WATFORD	WD17 8JH	350,02
A. STUART	UNIT 1	WATFORD	WD17 8JH	647.50
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	55.93
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	281.07
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	2935.34
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	310.80
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	55.93
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	231.1
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	227.1
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	174.15
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	85.35
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	297.49
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	1260.10
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	41.1
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	35.1
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	47.54
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	1200.60
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	371.32
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	262.47
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	14133.72
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	9176.02
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	431.17
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	646.25
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	657.64
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	461.97
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	16381.10
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	31.25
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	5074.92
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	61.53
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	16.25
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	414.18
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	519.94
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	7271.16
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	40.11
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	437.15
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	90.63
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	2960.96
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	25.53
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	1865.53
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	17900.10
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	403.02
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	2.11.10
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	2379.10
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	712.10
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	41.10
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	371.10
ALBERT SEALS LTD	UNIT 1	WATFORD	WD17 8JH	1000.10

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SUPPLIER ACCOUNT TOTALS

PAGE 2

Supplier Name	Supplier Address Line 1	Supplier Address Line 2	Supplier Address	Current Account Summary Balance
CORRECT WASH ANDRE SOLITIONS	SNIP CANAL HOUSE	KING ST	MANCHESTER	2201.85
CHORON ENGINEERING LIMITED	SPRINGFIELD LANE	SALFORD	MANCHESTER	25349.87
CROWER PACKAGING LTD.	P.O. BOX 410	ATKINSON UPON TAMES	MANCHESTER	103.85
CT REF-200-103	244-254 DEANSGATE	MANCHESTER	MANCHESTER	48.37
D & MORIA	10 BRADFELD CLOSE	REDSHIRE	STOCKPORT	822.33
DANGER SHIPMENT LIMITED	GRITCH CLOSE	BRACKNILLS	WORTHINGTON	45.00
DEAN SMITH CANNES LTD	WERNERT CHAMBERS	SCOTSFERRY ROAD	COLE	423.00
DEWHA SERVICE STATION LTD	173/171 WELLINGTON RD 5TH	STOCKPORT	CHESSIRE	341.72
DEPS TRANSPORT LTD	OFORD ROAD	BERNAN	CHESHIRE	211.77
DIGITAL DESIGN (INTERNET) LTD	22-24 CARO TERMINAL	COLESHALL BYPASS	COLESHALL	206.55
DIGITAL EXCHANGE COMMUNICATIONS LTD	UNIT 4	BRACKNALL ROAD	PEPPER ROAD	264.52
DISTILLERS NO LTD	31 DALE STREET	MANCHESTER	PEPPER ROAD	15.81
DIVERSITY LIMITED	17 BEESTON COURT	MANCHESTER	PEPPER ROAD	1014.03
E & S BAKER GROUP LTD	15 POLLARD STREET EAST	MANCHESTER	PEPPER ROAD	1902.45
E.C. BAKER	WESTON FAYELL CENTRE	MANCHESTER	PEPPER ROAD	11387.97
EASTCOAT PRECISION OF WELLS	ENGLE STREET	MANCHESTER	PEPPER ROAD	284.00
ECONOMICS (INDUSTRIAL) LTD.	102 PARSONS ROAD	MANCHESTER	PEPPER ROAD	174.84
EDMUNSON ELECTRIC LTD	BAKSTON INDUSTRIAL ESTATE	MANCHESTER	PEPPER ROAD	399.32
EDMUNSON SERVICES LIMITED	EPIC HOUSE	MANCHESTER	PEPPER ROAD	454.76
ENGLAND 11 NITE	UNIT 2B/C	MANCHESTER	PEPPER ROAD	111.53
ENGLAND 11 NITE	C/O ALLEN WAREHOUSE	MANCHESTER	PEPPER ROAD	7517.80
ENGLAND 11 NITE	SECURITY HOUSE	MANCHESTER	PEPPER ROAD	321.23
ENGLAND 11 NITE	COMMON ROAD	MANCHESTER	PEPPER ROAD	1035.62
ENGLAND 11 NITE	ATLAS ENGINEERING WORKS	MANCHESTER	PEPPER ROAD	329.75
ENGLAND 11 NITE	MANCHESTER AIRPORT	MANCHESTER	PEPPER ROAD	5.13
ENGLAND 11 NITE	KENWOOD ROAD	MANCHESTER	PEPPER ROAD	903.39
ENGLAND 11 NITE	SAISON STREET	MANCHESTER	PEPPER ROAD	14.03
ENGLAND 11 NITE	REDSHIRE	MANCHESTER	PEPPER ROAD	189.83
ENGLAND 11 NITE	104/105 KING STREET	MANCHESTER	PEPPER ROAD	573.72
ENGLAND 11 NITE	ELM COURT	MANCHESTER	PEPPER ROAD	2529.05
ENGLAND 11 NITE	SHAWHEAD INDUSTRIAL ESTATE	MANCHESTER	PEPPER ROAD	1035.62
ENGLAND 11 NITE	72 KENTON WAY	MANCHESTER	PEPPER ROAD	174.84
ENGLAND 11 NITE	ALSHOD ROAD	MANCHESTER	PEPPER ROAD	48.35
ENGLAND 11 NITE	144 DEANSGATE	MANCHESTER	PEPPER ROAD	52491.77
ENGLAND 11 NITE	4-10 LEBBY ROAD	MANCHESTER	PEPPER ROAD	319.50
ENGLAND 11 NITE	UNIT 1	MANCHESTER	PEPPER ROAD	552.52
ENGLAND 11 NITE	PO BOX 25	MANCHESTER	PEPPER ROAD	1035.62
ENGLAND 11 NITE	ROGER STREET	MANCHESTER	PEPPER ROAD	2201.85
ENGLAND 11 NITE	112 SUNFIELD	MANCHESTER	PEPPER ROAD	25349.87
ENGLAND 11 NITE	HAYFIELD MILLS	MANCHESTER	PEPPER ROAD	103.85
ENGLAND 11 NITE	RIVERSIDE WORKS	MANCHESTER	PEPPER ROAD	48.37
ENGLAND 11 NITE	DEANSGATE DRIVE	MANCHESTER	PEPPER ROAD	822.33
ENGLAND 11 NITE	100-104 DEANSGATE	MANCHESTER	PEPPER ROAD	45.00
ENGLAND 11 NITE	5TH FLOOR	MANCHESTER	PEPPER ROAD	423.00
ENGLAND 11 NITE	25 MILLER LANE	MANCHESTER	PEPPER ROAD	341.72
ENGLAND 11 NITE	UNIT 1	MANCHESTER	PEPPER ROAD	211.77
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	206.55
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	264.52
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	15.81
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	1014.03
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	1902.45
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	11387.97
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	284.00
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ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	399.32
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	454.76
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	111.53
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	7517.80
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	321.23
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ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	45.00
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	423.00
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	341.72
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	211.77
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	206.55
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	264.52
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	15.81
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	1014.03
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	1902.45
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	11387.97
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	284.00
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	174.84
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	399.32
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	454.76
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	111.53
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	7517.80
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	321.23
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	1035.62
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	329.75
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	5.13
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	903.39
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	14.03
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	189.83
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	573.72
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	2529.05
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	1035.62
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	174.84
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	48.35
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	52491.77
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	319.50
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	552.52
ENGLAND 11 NITE	MANCHESTER	MANCHESTER	PEPPER ROAD	1035.62



28/04/92 17:07:53

CURRENT TOTAL

PAGE 1

Supplier Name	Supplier Address Line 1	Supplier Address Line 2	Supplier Address Line 3	Current Account Summary Balance
HYDE INDUSTRIAL SUPPLIES LTD..	CLARKWAY,	WIDE,	NE-15E,	3750.72
IBN U.K. LTD	P O BOX 53	WIDE, ARECUS	CHESHAM,	4659.68
ICOKA	INTER CARGO HANDLING CO-SHO ASS	71 COWWAY	WILSON SDA 15H	272.35
ICM LIMITED	44/50 HIGH STREET	24-24-24	2222	1548.00
INITIAL TEXTILE SERVICES	CUSTOMER ACCOUNTING CENTRE	WILSON HOUSE	51 CALLEBROOK BUEENSWAY	305.36
INTERSERVICES U.K.	P O BOX 384	THE ALBANY	51 PETER FERT	2172.49
J & B SERVICES LTD	FAIRWAYS,	416 WARDEN ROAD,	WOLLEY,	81.08
J H MEDFORD & SONS LTD	12 HEATHER CLOSE	MARSLINGER	ROSEDALE	468.91
J. ALCOCK & SONS LTD,	ROCKWAY WORKS,	PETER STREET,	SHEFFIELD,	112.71
JAMES J WALSH & SONS LTD	TEXTILE STREET,	WEST CROTON,	MANCHESTER,	276.71
JAMES RUSSELL & CO (SHIPPERS) LTD	ATLAS ENGINEERING WORKS,	LEVENSHULFE,	MANCHESTER,	4324.85
JAMES INFORMATION GROUP	633 TOWER BUILDINGS	23 LATON STREET	LIVERPOOL,	2450.10
JBR INDUSTRIAL TOOL.	SENTINEL HOUSE	153 BRIGATION ROAD	COULSDON	83.13
JOSEPH CLEAVE & SON LTD..	240 SANDY LANE,	ROGLISTER,	MANCHESTER,	607.34
JOHN-MANN CLARK LTD..	955 CHESTER ROAD,	STRETFORD,	MANCHESTER,	51.00
KC VIKING	142 MINORIES,	LONDON,	EC3X 318	49103.49
KELBIT LIMITED	KALMAR HOUSE	SANDY LANE	COVENTRY	2539.00
KELSTREL SAFETY & WORKWEAR,	448 DONCASTER ROAD	SOUTH ELMSALL	MR PORTERACT	20.00
KINGDOM STEEL LTD..	EDGE GREER ROAD	ASHTON IN MARSHFIELD	LANCS	149.81
LAVER, LTD	UNIT 1	WOLVICH STREET	FOSTERBATE	1831.66
LEITCHCRAFT	STONCHILLS ROAD,	YORKSHIRE,	LANCSHIRE,	2063.20
LEITCHCRAFT	UNIT 2,	SANDY LANE,	MANCHESTER INDUSTRIAL EST..	7476.23
LLOYD BRITISH TESTING	51 LINCOLN'S INN FIELDS	LONDON	WCA 312	4393.93
LLOYD REGISTER OF SHIPPING	50 CLEVELAND STREET	BIRMINGHAM	MERESIDE	6775.47
LONDON COMMUNICATION P.C.,	47/45 HOUSE	47/6 DEWELL LANE	SOUTH COLFIELD	677.39
LVE SPENCER STEEL SERVICES,	RELIANCE HOUSE	20 WATER STREET	LIVERPOOL,	10443.88
LYNN LIFTING & ENGINEERING SERVICES	22 CRYVEN COURT,	WILKINS WAY,	WARRINGTON,	34.03
M.F. BIRD-LOUIS	STORBRIDGE,	WEST MIDLANDS,	WY 70D	117103.41
MANCHESTER SACKS & WIPERS	26 SURREY DRIVE	WALE,	ALPINCHEM,	483.10
MANCHESTER SAFETY EQUIPMENT LTD	LOWER GREEN LANE	LOVER HEATH	WOLLEY,	21.15
MANOR DENTAC LTD..	C/O DEPENDABLE SERVICES/FENTON LTD	ASTLEY	MANCHESTER	237.39
MARSHALL DRILLS LTD.,	VUWALL INDUSTRIAL EST.,	CLAREVE ROAD	MANCHESTER	33601.51
MARVICE JENKINS	SUITE 301,	RURACH,	MANCHESTER	13920.55
MERCURY COMMUNICATIONS LTD	UNIT 6,	WELLY, HOUSE,	STALVARDICE,	2160.50
METABASIVE LTD.,	TREVOUE	11 CRASHMORE CRESCENT	WICH LANE	1269.50
METAL SECTIONS LIMITED	ACCOUNTS RECEIVABLE	PO BOX 915	MILTON KEYNES	4233.25
METRO TAILS	CAPPEN FIELD WORKS,	81/STON,	457 MINLANDS,	65677.25
MIDLAND WASTE SYSTEMS LTD	SHIRINGHAM ROAD	CORBE CV	MANCHESTER	600.34
MIDLAND WASTE SYSTEMS LTD	6 STOCKPORT ROAD	MANCHESTER	MANCHESTER	539.35
NATIONAL TYRE SERVICE LTD,	STRO HOUSE	MANCHESTER	MANCHESTER	539.35
NORTH WEST SERVICES LTD	40-STFIELD ADAMS	MANCHESTER	MANCHESTER	539.35
NORTH WEST WATER	31 LANCASHIRE HILL,	MANCHESTER	MANCHESTER	539.35
NORTHERN PAINTS	UNIT 3 REGIONAL TRADING ESTATE	MANCHESTER	MANCHESTER	539.35
NOVIB.	P.O. BOX NO.116,	MANCHESTER	MANCHESTER	539.35
	100RD ROAD	MANCHESTER	MANCHESTER	539.35
	P.O. BOX NO.028,	MANCHESTER	MANCHESTER	539.35

28-05-93

26/04/93 17:07:33

Supplier  
Name

Supplier  
Address  
Line 1

Supplier  
Address  
Line 2

Supplier  
Address  
Line 3

Current Account  
Summary Balance

OFFICE SUPPLIES LIMITED

OFFICE HOUSE

SOUTHSHIRE

SECURITY

1091.41

P.C.I. GROUP

SHIRLAND LANE

SHEFFIELD

F9 JAG

121.00

P.O. PENNANTERS

BALCH AVENUE

WHITEHILL INDUSTRIAL ESTATE

STOCKPORT

1671.94

PAPER INTERNATIONAL LTD.

P.O. BOX SOUTH BANK 12

TEESDALE, GRANGEVIEW

MIDDLEBOROUGH

352.00

PREMIER WELDING SERVICES 44.1 LTD

33 LENOX ROAD

TRAFFORD PARK

MANCHESTER

70.86

PRINT SEARCH LTD.

WESTINGHOUSE ROAD.

TRAFFORD PARK

MANCHESTER

146.69

QUALITY WELDING EQUIPMENT

1 FURNESS LANE

TRENCH

TELFORD

313.69

R. BAKER & SONS (TRANSPARENT) LTD

SCHOOL HOUSE FARM

SPARKBROOK

BIRMINGHAM

297.02

R. PERRY & CO LTD

90 CHURCH STREET

LOPSCALVE LANE

BURSCOUGH

376.00

RAILFREIGHT DISTRIBUTION

ENTERPRISE HOUSE.

BIRMINGHAM

NEWEYSIDE

25.13

REPSIDE E.L.P., LIMITED

THE HOLLOW

167-169 WESTERN TIE F.C.

LONDON

315.00

REED INFORMATION SERVICES LTD.

REGENCY HOUSE

WINDSOR COURT

WINDSOR

247.02

REGENCY HOUSES LIMITED

UNIT 0

WINDSOR COURT

WINDSOR

746.95

REYNOLD INTERMODA, ENGINEERING LTD

UNIT 1 SOUTH CHURCH ENTERPRISE PARK

WINDSOR COURT

WINDSOR

417.12

ROBSON SERVICES LTD

PEESON HOUSE

WINDSOR COURT

WINDSOR

27.99

ROBSON SERVICES LTD

UNIT 1 SOUTH CHURCH ENTERPRISE PARK

WINDSOR COURT

WINDSOR

719.09

RIT METAL STOCKHOLDERS LTD

WINDSOR HOUSE

WINDSOR COURT

WINDSOR

5315.25

RAMIEL BANNER & CO. LTD.

WINDSOR HOUSE

WINDSOR COURT

WINDSOR

399.10

SEA STRIP LIMITED

WINDSOR HOUSE

WINDSOR COURT

WINDSOR

26.27

SELECTED FLASH REMOVED LTD

WINDSOR HOUSE

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1955.25

SHAKESHAFT ELECTRICAL WHOLESALE

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4026.02

SHAKESHAFT ELECTRICAL WHOLESALE

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95.00

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3653.57

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WINDSOR HOUSE

WINDSOR COURT

WINDSOR

200.00



**Sun Alliance and London Insurance plc**

The Insolvency Act 1986, Bankruptcy (Scotland) Act 1985  
Pursuant to Regulations 12 and 13 of the Insolvency Practitioners Regulations 1980

Authorised Insolvency Practitioners Certificate of Specific Penalty

\*To the Court/Accountant in Bankruptcy/Registrar of Companies

For Official Use

\*Court Reference No.

Company No. 01854917

\*Full name of Company or debtor ADAMSON MODULAR SYSTEMS LTD

Nature of Appointment ADMINISTRATIVE RECEIVERSHIP

Date of Appointment 1st FEBRUARY 1993

Name of Surety/Cautioneer Sun Alliance and London Insurance plc (incorporated in England)  
Address of issuing Office of Surety/Cautioneer 9 COLMORE ROW  
COLMORE COURT  
BIRMINGHAM.

Bond No./Certificate No. 937Y311250/14

Bond issued by SUN ALLIANCE INTERNATIONAL

Enabling Bond Renewal Date 5th OCTOBER

Full name of Principal P RAMSBOTTOM  
Office Holder and address 7 TIC LANE  
MANCHESTER

Authorising body INSTITUTE OF CHARTERED ACCOUNTANTS IN ENGLAND + WALES

We (the Surety) hereby certify that the amount of the (increased) Specific Penalty in respect of the above mentioned matter shall be in the sum of £1,200,000  
(additional) Premium £ 490.00  
from 4th JUNE 1993, date of Certificate to the earlier of discharge or release or the date of termination

Signed *DE R...*  
(Duly Authorised Officer of the Surety)

Date 8th June 1993

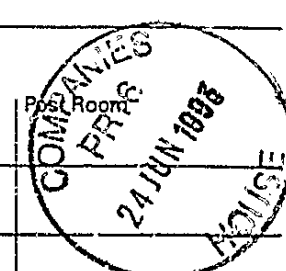
For Official Use

Presenter's name address and reference

Insolvency Section


\*Delete or Insert as appropriate

Note: Filing instructions are on the back of this form.

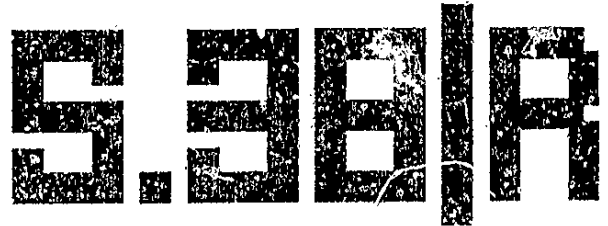




## Rule 3.32 The Insolvency Act 1986

Receiver or Manager or  
Administrative Receiver's  
Abstract of Receipts and Payments

Pursuant to section 38 of the  
Insolvency Act 1986  
Rule 3.32(1) of the Insolvency Rules  
1986



For Official Use

To the Registrar of Companies

- \*To the Company
- \*To the members of the creditors committee
- \*To the appointor of administrative receiver

Company Number

01854917

Name of Company

Adamson Modular Systems Limited

I/We Philip Ramsbottom

of St James' Square  
Manchester  
M2 6DS

appointed receiver(s) / manager(s) / receiver(s) and manager(s)  
/ administrative receiver(s) of the company on

1 February 1993

present overleaf my/our abstract of receipts and payments for  
the period from

1 February 1993

to

31 January 1994

Number of continuation sheets attached

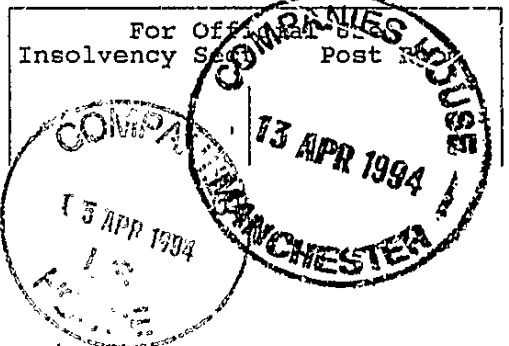
Signed

Date

11 April 94

KPMG Peat Marwick  
St James' Square  
Manchester  
M2 6DS

Ref: A06144/TL



18-04-94  
083.

**Note**

The receipts and payments must severally be added up at the foot of each sheet and the totals carried forward from one abstract to another without any intermediate balance so that the gross totals shall represent the total amounts received and paid by the receiver since he was appointed

**ABSTRACT**

RECEIPTS		£
Brought forward from previous Abstract (if any)		0.00
Sales		1435.71
Plant & Machinery		250317.56
Book Debts		18299.06
Bank Interest		1256.45
Cash Received		50355.00
Motor Vehicles		23690.00
Stock		68358.61
Sundry Refunds		604.03
Carried forward to *continuation sheet/next Abstract		414316.42
PAYMENTS		£
Brought forward from previous Abstract (if any)		0.00
Direct Labour		28620.44
Material Purchases		2139.00
Carriage		4297.24
Repairs and Renewals		70.00
Other Direct Costs		551.80
Security Costs		20379.05
Electricity		5761.90
Gas		800.11
Telephone		1034.77
Water Rates		71.16
Hire of Equipment		286.00
Motor Expenses		490.08
Stationery and Postage		159.65
Sundry Expenses		663.65
Bank Charges and Interest		290.90
Office Holders Fees		46000.00
Legal Fees (1)		5098.00
Agents/Valuers Fees (1)		3867.00
Loan Repayment		50000.00
H/P Leasing Asset M/car		1000.00
H/P Leasing Cred - Crane		2055.32
Specific Bond		490.00
Office Holders Fees		31500.00
Agents/Valuers Fees (1)		6723.50
Legal Fees (1)		13283.50
Pension Costs		1290.00
Storage Costs		5430.60
Re-direction of Mail		18.75
Statutory Advertising		3524.42
Insurance of Assets		5361.29
Carried forward to *continuation sheet/next Abstract		261658.13

\*Delete as appropriate

\*Delete as appropriate

Notes

ABSTRACT

The receipts and payments must severally be added up at the foot of each sheet and the totals carried forward from one abstract to another without any intermediate balance so that the gross totals shall represent the total amounts received and paid by the receiver since he was appointed

\*Delete as appropriate

RECEIPTS		£
Brought forward from previous Abstract (if any)		414316.42
VAT Payable		56005.92
Carried forward to *continuation sheet/next Abstract		470322.34
PAYMENTS		£
Brought forward from previous Abstract (if any)		261658.13
PAYE & NI		5344.95
VAT Receivable		25766.73
Vat paid to HMC&F		53160.85
Carried forward to *continuation sheet/next Abstract		345930.66

\*Delete as appropriate

2202195

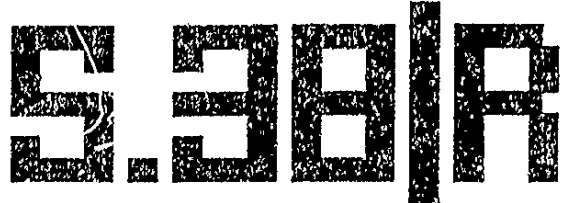


FORM 3.6

Rule 3.32 The Insolvency Act 1986

Receiver or Manager or  
Administrative Receiver's  
Abstract of Receipts and Payments

Pursuant to section 38 of the  
Insolvency Act 1986  
Rule 3.32(1) of the Insolvency Rules  
1986



For Official Use

To the Registrar of Companies

--	--	--

- \*To the Company
- \*To the members of the creditors committee
- \*To the appointor of administrative receiver

Company Number

01854917

Name of Company

Adamson Modular Systems Limited

I/We Philip Ramsbottom  
of St James' Square  
Manchester  
M2 6DS

appointed receiver(s) / manager(s) / receiver(s) and manager(s)  
/ administrative receiver(s) of the company on

1 February 1993

present overleaf my/our abstract of receipts and payments for  
the period from

1 February 1994

to

31 January 1995

Number of continuation sheets attached

☐

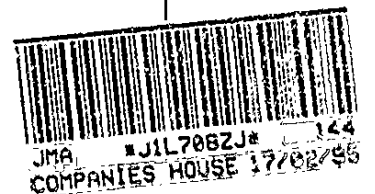
Signed

Date 13/2/95

KPMG Peat Marwick  
St James' Square  
Manchester  
M2 6DS

Ref: A06144/TL

For Official Use  
Insolvency Sect Post Room





## Note

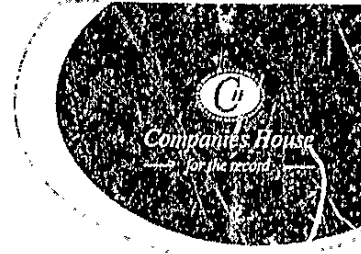
The receipts and payments must severally be added up at the foot of each sheet and the totals carried forward from one abstract to another without any intermediate balance so that the gross totals shall represent the total amounts received and paid by the receiver since he was appointed

\*Delete as appropriate

## ABSTRACT

RECEIPTS	
Brought forward from previous Abstract (if any)	£
Bank Interest	470322.34
Stock	2863.52
Sundry Refunds	1500.00
VAT Payable	8.50
	262.50
Carried forward to *continuation sheet/next Abstract	474956.86
PAYMENTS	
Brought forward from previous Abstract (if any)	£
Professional Fees	345930.66
Bank Charges and Interest	1650.00
Legal Fees (1)	44.58
Agents/Valuers Fees (1)	6525.90
Legal Fees (1)	1138.00
Bank Charges	1077.00
VAT Receivable	23.77
	1386.51
Carried forward to *continuation sheet/next Abstract	357776.42

\*Delete as appropriate



Crown Way Cardiff CF14 3UZ  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

## NOTICE OF ILLEGIBLE DOCUMENTS

Companies House regrets that documents in this company's microfiche record have pages which are illegible.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

### COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

Companies House is a registry of company information. We carry out basic checks to make sure that documents have been fully completed and signed, but we do not have the statutory power or capability to verify the accuracy of the information that companies send to us. We accept all information that companies deliver to us in good faith and place it on the public record. The fact that the information has been placed on the public record should not be taken to indicate that Companies House has verified or validated it in any way.