

"THE COMPANIES ACTS, 1908 to 1917."

Declaration of Compliance



A  
Companies'  
Fee Stamp  
of 5s.  
should be  
impressed  
here.

WITH THE

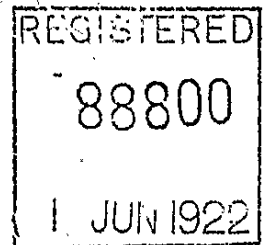
REQUIREMENTS OF THE COMPANIES  
(CONSOLIDATION) ACT, 1908,

made pursuant to Section 17, Sub-Section 2, of The Companies (Consolidation)  
Act, 1908, on behalf of a Company proposed to be Registered as

<sup>and</sup>  
FIRESTONE TYRE & RUBBER COMPANY (1922)

LIMITED.

(See Page 2 of this Form.)



68561

TELEGRAMS: "CERTIFICATE, FLEET. LON."

TELEPHONE NUMBER: HOLBORN 484.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,

116 & 117 CHANCERY LANE, LONDON, W.C. 2,  
and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by

Lovell & Wainwright

by The

S.S.I.

Solicitors

**J**

REGINALD JOHN WHITE

of 5. Thavies Inn in the City of London,

\*Here insert-- Do solemnly and sincerely Declare that I am\* a Solicitor of  
"A Solicitor of the High Court engaged in the formation of the Firestone Tyre & Rubber Company (1922)  
"A person named in the Articles of Association as a Director (or Secretary)."

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

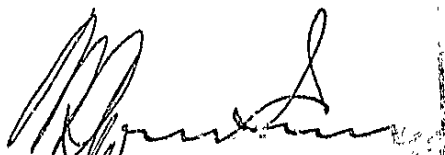
LIMITED,  
and that all the requirements of The Companies (Consolidation) Act, 1908 in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true, and by virtue of the provisions of The Statutory Declarations Act, 1835.

Declared at No 8 Thavies Inn in the City of London

3<sup>rd</sup> day of May

One thousand nine hundred and twenty two.

before me,

  
A Commissioner for Oaths



THE STAMP ACT, 1891; THE FINANCE ACT, 1899;  
and THE FINANCE ACT, 1920.

COMPANY LIMITED BY SHARES.



Duty at the  
rate of £1  
for every  
£100 should  
be impressed  
here.

Statement of the Nominal Capital

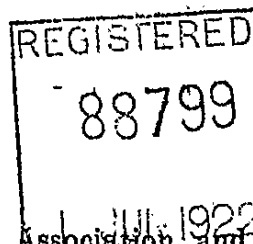
OF

THE FIRESTONE TYRE <sup>and</sup> RUBBER COMPANY (1922)

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891, as  
amended by Section 7 of The Finance Act, 1899, and  
by Section 39 of The Finance Act, 1920.

(See Page 2 of this Form.)



This Statement is to be lodged with the Memorandum of Association and  
other Documents when the Registration of the Company is applied for.

09545

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE NUMBER: HOLBORN 434.

JORDAN & SONS, LIMITED,

Company Registration Agent: <sup>Printers, Publishers, and Stationers</sup>

116 & 117 CHANCE GARDENS, LONDON, W.C. 2,  
and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by

Lovell & Wai

S. Thavi

# THE NOMINAL CAPITAL

OF

~~THE~~ FIRESTONE TYRE <sup>and</sup> RUBBER COMPANY (1922) LIMITED,

is TWENTY THOUSAND Pounds,

divided into TWENTY THOUSAND Shares

of ONE POUND each.

Signature

Description

Secretary

Dated the 31<sup>st</sup> day

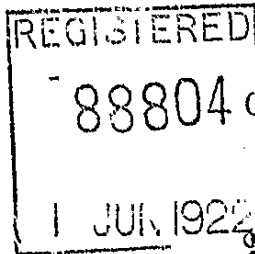
of May 1922.

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

\*\* This Statement should be signed by an Officer of the Company.



THE COMPANIES ACTS, 1908 TO 1917.



COMPANY LIMITED BY SHARES.



## Memorandum of Association

OF

### FIRESTONE TYRE AND RUBBER COMPANY (1922) LIMITED

1.—The name of the Company is "FIRESTONE TYRE AND RUBBER COMPANY (1922) 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 purchase and carry on the business of Firestone Tyre and Rubber Company Limited (incorporated in 1914), now in liquidation, and accordingly to enter into and carry into effect with or without modification an agreement with the said Company and its liquidator in the terms of the draft which has for the purposes of identification been initialled by Mr. Reginald John White of 5 Thaxton Inn London a Solicitor of the Supreme Court
- (B) To manufacture, produce, buy, sell, treat, and deal in rubber tyres for vehicle wheels, metal rims for vehicle wheels and all kinds of rubber goods and rubber and its products, compounds and goods analogous thereto.
- (C) To carry on the business of planters, growers, manufacturers, merchants, dealers, producers, refiners and workers of and in rubber, india-rubber, gutta-percha, asbestos, and other similar articles.

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Committed  
affiliated  
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RPN

AMC  
JAN 20  
RPN

AMC  
JAN 20  
RPN

- (D) To carry on the business of manufacturers of or dealers in motor-cars and vehicles of all kinds, and of and in all parts, accessories, articles, and things used in the manufacture, maintenance, alteration, repair, and working of vehicles and tyres.
- (E) To carry on the business of machinists, electrical and mechanical engineers, manufacturers of chemicals and machinery, tool makers, brass and iron founders, iron masters, steel makers and converters, smelters, tinplate makers, distillers, chemists, dye makers and metallurgists.
- (F) To manufacture, buy, sell, let on hire and otherwise deal in motor-cars, carriages, cabs, vans, omnibuses, cycles, ships, launches, boats, and other public or private conveyances of all descriptions, whether propelled by petrol, steam, electricity, gas, animal traction, or other motive power.
- (G) To manufacture, buy, sell, let, or hire and deal in machinery, component parts, accessories and fittings for all kinds of motor vehicles, and all kinds of oils and greases and all other articles and things used in or capable of being used in the manufacture, maintenance and working thereof.
- (H) To carry on the business of garage keepers and suppliers of petrol, electricity and other motive power to motor vehicles of all kinds.
- (I) To carry on the business of coach and carriage builders, electricians, fitters, millwrights, founders, tube makers, galvanizers, japanners, annealers, enamellers, electro-platers and painters.
- (J) To carry on any branch or subsidiary businesses commonly carried on in connection with all or any of the aforesaid businesses.
- (K) To acquire and deal with the property following :—
  - (1) The business, property and liabilities of any company, firm or person carrying on any business within the objects of this Company.
  - (2) Lands, buildings, easements or other interests in real estate.

- (3) Plant, machinery, personal estate and effects.
  - (4) Patents, patent rights or inventions, copyrights, designs, trade marks or secret processes.
  - (5) Shares or stock or securities in or of any company or undertaking, the acquisition of which may promote or advance the interests of this Company.
- (1.) To perform or do all or any of the following operations, acts or things :—
- (1) To pay all the costs, charges and expenses of the promotion and establishment of the Company.
  - (2) To sell, let, dispose of, or grant rights over all or any property of the Company.
  - (3) To erect buildings, plant and machinery for the purposes of the Company.
  - (4) To grant licences to use patents or secret processes of the Company.
  - (5) To manufacture plant, machinery, tools, goods or things for any of the purposes of the business of the Company.
  - (6) To draw, accept and negotiate bills of exchange, promissory notes and other negotiable instruments.
  - (7) To borrow money or receive money on deposit, either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking, or all or any of the assets of the Company including uncalled capital.
  - (8) To receive money on deposit on such terms as the Company may approve and to guarantee the debts and contracts of customers and others.
  - (9) To lend money with or without security, and to invest money of the Company in such manner other than in the shares of this Company as the Directors think fit.
  - (10) To enter into arrangements for joint working in business, or for sharing of profits, or for amalgamation with any other company, firm or person carrying on business within the objects of this Company.

- (11) To promote companies and to guarantee the payment of any securities issued by or any other obligation of any company promoted by the Company.
- (12) To sell the undertaking and all or any of the property of the Company for cash or for stock, shares or securities of any other company, or for other consideration.
- (13) To provide for the welfare of persons employed or formerly employed by the Company, or any predecessors in business of the Company, and the wives, widows and families of such persons by grants of money or other aid or otherwise as the Company shall think fit.
- (14) To subscribe to or otherwise aid benevolent, charitable, national or other institutions or objects of a public character, or which have any moral or other claims to support or aid by the Company by reason of the locality of its operations or otherwise.
- (15) To distribute in specie assets of the Company properly distributable amongst the members.
- (M) To do all or any of the things hereinbefore authorised, either alone, or in conjunction with, or as factors, trustees, or agents for others, or by or through factors, trustees, or agents.
- (N) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4.—The liability of the members is limited.

5.—The share capital of the Company is £20,000, divided into 20,000 shares of £1 each, with power for the Company to increase or reduce the said capital, and to issue any part of its capital, original or increased, with or without any preference, priority, or special privilege or subject to any postponement of rights, or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.



WE, the several persons whose names and addresses 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
<i>Alton Maitland Jones.</i> <i>50 Russell Avenue</i> <i>Wood Green</i> <i>Company Secretary. N. 17.</i>	<i>One.</i>
<i>Arthur Douglas Wiles</i> <i>67 Watling Street, E.C. 4</i> <i>Chartered Accountant</i>	<i>One.</i>

Dated the *30<sup>th</sup>* day of *May*, 1922.

Witness to the above Signatures—

*D. J. White*  
*15. Thaddeus Inn*  
*Holborn Circus*  
*London W.C. 1.*  
*Solicitor*

182221



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THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY SHARES.

REGISTERED

88805

1 JUN 1922

## Articles of Association

OF

### FIRESTONE TYRE AND RUBBER COMPANY (1922) LIMITED.

#### PRELIMINARY.

1.—The Company is registered as a private Company, and accordingly—

- (A) The right to transfer shares is restricted in manner hereinafter provided.
- (B) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Article be treated as a single person.
- (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

2.—Table A in the First Schedule to the Companies (Consolidation) Act, 1908, shall not apply to this Company.

3.—In these Articles, unless the context otherwise requires, expressions defined in the Companies (Consolidation) Act, 1908, or any statutory modification thereof in force at the date at which these Articles become binding on the Company, shall have the meanings so

defined; and words importing the singular shall include the plural, and *vice versa*, and words importing the masculine gender shall include females, and words importing persons shall include bodies corporate.

#### BUSINESS.

4.—The Company shall forthwith enter into the agreement mentioned in Clause 3 of the Memorandum of Association with such modifications (if any) as the Directors shall approve.

#### UNDERWRITING.

5.—The Company may pursuant to the Companies (Consolidation) Act, 1908, sec. 89, pay commission at a rate not exceeding £25 per cent. of the nominal amount of the shares in respect of which the commission is payable.

#### SHARES.

6.—If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate General Meeting of the holders of the shares of the class. To every such separate General Meeting the provisions of these Articles relating to General Meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class.

7.—Every person whose name is entered as a member in the register of members shall, without payment, be entitled to a certificate under the common seal of the Company specifying the share or shares held by him and the amount paid up thereon, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

8.—If a share certificate is defaced, lost, or destroyed, it may be renewed on payment of such fee, if any, not exceeding one shilling, and on such terms, if any, as to evidence and indemnity as the Directors think fit.

## LIEN.

9.—The Company shall have a lien on every share for all money (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a lien on all shares standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

10.—The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled by reason of his death or bankruptcy to the share.

11.—The proceeds of the sale shall be applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall be held (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) by the Company on behalf of the person entitled to the shares at the date of the sale. The purchaser shall be registered as the holder of the shares, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

## CALLS ON SHARES.

12.—The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times of payment) pay to the Company at the time or times so specified the amount called on his shares.

13.—The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

14.—If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum

is due shall pay interest upon the sum at the rate of £7 10s. 0d. per cent. per annum from the day appointed for the payment thereof to the time of the actual payment, but the Directors shall be at liberty to waive payment of that interest wholly or in part.

15.—The provisions of these Articles as to payment of interest shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had become payable by virtue of a call duly made and notified.

16.—The Directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

17.—The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him; and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate (not exceeding without the sanction of the Company in General Meeting, £10 per cent. per annum) as may be agreed upon between the member paying the sum in advance and the Directors.

#### TRANSFER AND TRANSMISSION.

18.—Subject to the provisions hereinafter contained shares in the Company shall be transferable by written instrument in the common form signed both by the transferor and transferee and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

19.—The Directors may decline to register any transfer of shares to a person of whom they do not approve not being already a member of the Company, and may also decline to register any transfer of shares on which the Company has a lien. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless:—

- (A) A fee not exceeding five shillings is paid to the Company in respect thereof, and
- (B) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other

evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

20.—The executors or administrators of a deceased sole holder of a share shall be the only persons recognised by the Company as having any title to the share. In the case of a share registered in the names of two or more holders, the survivors or survivor, or the executors or administrators of the deceased survivor, shall be the only persons recognised by the Company as having any title to the share.

21.—Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, upon such evidence being produced as may from time to time be required by the Directors, have the right, either to be registered as a member in respect of the share or, instead of being registered himself, to make such transfer of the share as the deceased or bankrupt person could have made; but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by the deceased or bankrupt person before the death or bankruptcy.

22.—A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

23.—Except as hereinafter provided no shares in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

24.—Every member or other person referred to in Clause 21 hereof who intends to transfer shares (hereinafter called the vendor) shall give notice in writing to the Board of his intention. That notice shall constitute the Board his agent for the sale of the said shares in one or more lots at the discretion of the Board to members of the Company at a price which shall in each year immediately after the Annual General Meeting of the Company be fixed by the Auditor of the Company as the fair value thereof unless some other price shall be agreed upon between the vendor and the Board.

25.—Upon receipt of the said notice the Board shall forthwith give notice to all the members of the Company of the number and price

of the shares to be sold and invite each of them to state in writing within twenty-one days from the date of the said notice whether he is willing to purchase any, and if so what maximum number of the said shares.

26.--At the expiration of the said twenty-one days the Board shall allocate the said shares to or amongst the member or members who shall have expressed his or their willingness to purchase as aforesaid, and (if more than one) so far as may be *pro rata* according to the number of shares already held by them respectively, provided that no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid. Upon such allocation being made the vendor shall be bound on payment of the said price to transfer the shares to the purchaser or purchasers, and if he make default in so doing the Board may receive and give a good discharge for the purchase money on behalf of the vendor and enter the name of the purchaser in the register of members as holder by transfer of the said shares purchased by him.

27.--In the event of the whole of the said shares not being sold under Article 24 the vendor may, at any time within six calendar months after the expiration of the ~~said~~<sup>said</sup> twenty-one days, transfer the shares not so sold to any person, subject to Article 19, and at any price.

28.--Articles 23, 24, 25, 26 and 27 hereof shall not apply to a transfer merely for the purpose of effectuating the appointment of new trustees, nor to a transfer by executors or administrators to a legatee under the will of, or to the husband, wife or next-of-kin of, a deceased member, nor to a transfer by a trustee to a beneficiary, provided that it is proved to the satisfaction of the Board that the transfer *bona fide* falls within one of these exceptions.

#### FORFEITURE OF SHARES AND EXPROPRIATION OF SMALL HOLDINGS.

29.--If a member fail to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

30.--The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before

which the payment required by the notice is to be made, and shall state that in the event of nonpayment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

31.—If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect.

32.—A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Directors think fit.

33.—A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of the forfeiture, were presently payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company receive payment in full of the nominal amount of the shares.

34.—The holders for the time being of four-fifths of the issued shares in the Company shall be entitled at any time to purchase ex dividend all or any of the shares <sup>other than the qualification shares of any Director</sup> held by any other member of the Company at a price equal to the sum paid up thereon and upon the tender of that price by the holders of four-fifths of the issued shares to any other member for the shares held by him that member shall execute transfers of the shares to the members by whom the tender is made or their nominees in such shares and proportions as they shall direct. If the member to whom the tender is made neglect or refuse to accept the sum tendered or to execute transfers of the shares the Company may on proof of his neglect or refusal accept and give a good discharge for the money tendered on behalf of the member to whom the same shall have been tendered and register the members by whom the tender was made, or their nominees as owners of the said shares.

35.—A statutory declaration in writing that the declarant is a Director of the Company, and that a share in the Company has been duly forfeited or expropriated on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and that declaration, and the receipt of the Company for the consideration, if any, given for the share on the sale or disposition thereof, shall constitute a good title to the share,



and the person to whom the share is sold or disposed of shall be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture or expropriation, sale or disposal of the share.

36.—The provisions of these Articles as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### ALTERATION OF CAPITAL.

37.—The Directors may, with the sanction of an extraordinary resolution of the Company, increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

38.—Subject to any direction to the contrary that may be given by the resolution sanctioning the increase of share capital, all new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Article.

39.—The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture, expropriation, and otherwise as the shares in the original share capital.

40.—The Company may by special resolution---

- (A) Consolidate and divide its share capital into shares of larger amount than its existing shares.
- (B) By subdivision of its existing shares, or any of them, divide the whole, or any part, of its share capital, into shares of smaller amount than is fixed by the Memorandum of Association, subject, nevertheless, to the provisions of paragraph (D) of sub-Section 1 of the Companies (Consolidation) Act, 1908, Section 41.
- (C) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
- (D) Reduce its share capital in any manner and with, and subject to, any incident authorised, and consent required, by law.

#### GENERAL MEETINGS.

41.—The Statutory General Meeting of the Company shall be held within the period required by the Companies (Consolidation) Act, 1908, Section 65.

42.—A General Meeting shall be held once in every year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as may be prescribed by the Company in General Meeting, or, in default, at such time in the month following that in which the anniversary of the Company's incorporation occurs, and at such place as the Directors shall appoint. In default of a General Meeting being so held, a General Meeting shall be held in the month next following, and may be convened by any member in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.

43.—The above-mentioned General Meetings shall be called Ordinary Meetings; all other General Meetings shall be called Extraordinary.

44.—The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Companies (Consolidation) Act, 1908, Section 66. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any member of the Company may

convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

#### PROCEEDINGS AT GENERAL MEETINGS.

45.—Seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in General Meeting to such persons as are, under these Articles, entitled to receive such notices from the Company; but the non-receipt of the notice by any member shall not invalidate the proceedings at any General Meeting.

46.—All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting, with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets, and the ordinary report of the Directors and Auditors, the election of Directors and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the auditors.

47.—No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two members personally present shall be a quorum.

48.—If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand dissolved.

49.—The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company.

50.—If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman the members present shall choose some one of their number to be Chairman.

*Handwritten signatures and initials are visible in the bottom right corner of the page.*

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

52.—At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least one member, and, unless a poll is so demanded, a declaration by the Chairman that the resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

53.—If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

55.—A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs.

56.—Any ordinary resolution of the Company determined on without any General Meeting and evidenced by writing under the hands of all the Directors and of members of the Company holding three-fourths of the issued shares of the Company shall be as valid and effectual as an ordinary resolution duly passed at a General Meeting of the Company.

#### VOTES OF MEMBERS.

57.—On a show<sup>of</sup> hands every member present in person shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.

*Handwritten notes:*  
 1/11/00  
 2/11/00  
 3/11/00

58. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

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

60. No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

61.—On a poll votes may be given either personally or by proxy.

62.—The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under the common seal, or under the hand of an officer or attorney so authorised. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy, or he has been appointed to act at that meeting as proxy for a corporation.

63.—The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notari ally certified copy of that power or authority shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting, or adjourned meeting, or taking of the poll at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

64.—An instrument appointing a proxy may be in the following form, or in any other form which the Directors shall approve:—

"**FIRESTONE TYRE AND RUBBER COMPANY (1922) LIMITED.**

"**I,**

"**of**

"**being a member**

"**of FIRESTONE TYRE AND RUBBER COMPANY (1922),**

"**do hereby appoint**

*Handwritten signatures and initials:*  
*AW*  
*QJW*

" of , as my proxy  
 " to vote for me and on my behalf at the Ordinary (or  
 " Extraordinary, as the case may be) General Meeting  
 " of the Company to be held on the day of  
 " , and at any adjournment thereof.  
 " Signed this day of ."

### DIRECTORS.

65.—The first Directors of the Company shall be appointed by the subscribers hereto, or by a majority of them, by an instrument in writing under their hands.

66.—Unless otherwise determined by a General Meeting the number of Directors shall not be less than two nor more than five.

67.—The remuneration of the Directors shall from time to time be determined by the Company in General Meeting.

68.—The qualification of a Director shall be the holding of at least <sup>one</sup> ~~five hundred shares~~ in the Company, and it shall be his duty to comply with the provisions of the Companies (Consolidation) Act, 1908, Section 73.

### POWERS AND DUTIES OF DIRECTORS.

69.—The business of the Company shall be managed by the Directors, who may pay all expenses incurred in getting up and registering the Company, and may exercise all such powers of the Company as are not, by the Companies (Consolidation) Act, 1908, or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of these Articles and of the said Act, and the exercise of such powers shall be subject also to the control of any General Meeting of the Company (especially convened for the purpose), but no resolution of the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that resolution had not been passed.

70.—The Directors may from time to time appoint one or more of their body to the office of <sup>Managing</sup> ~~Managing~~ Director or Manager for such term and at such remuneration (whether by way of salary, or commission, or participation in profits, or partly in one way and

partly in another) as they may think fit, and a Director so appointed shall not, while holding that office, be subject to retirement by rotation, or taken into account in <sup>determining</sup> ~~determining~~ the rotation of retirement of Directors; but his appointment shall be subject to determination, *ipso facto*, if he cease from any cause to be a Director, or if the Company in General Meeting resolve that his tenure of the office of Managing Director or Manager be determined.

71.—The amount for the time being remaining undischarged of moneys borrowed or raised by the Directors for the purposes of the Company (otherwise than by the issue of share capital) shall not at any time exceed the issued share capital of the Company without the sanction of the Company in General Meeting.

72.—The Directors shall duly comply with the provisions of the Companies (Consolidation) Act, 1908, or any statutory modification thereof for the time being in force, and in particular with the provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the Company, or created by it, and to keeping a register of the Directors, and to sending to the Registrar of Companies an annual list of members, and a summary of particulars relating thereto, and notice of any consolidation or increase of share capital, or conversion of shares into stock, and copies of special and extraordinary resolutions, and a copy of the register of Directors and notifications of any changes therein.

73.—The Directors shall cause minutes to be made in books provided for the purpose—

- (A) Of all appointments of officers made by the Directors.
- (B) Of the names of the Directors present at each meeting of the Directors and of any committee of the Directors.
- (C) Of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors, and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose.

#### DISQUALIFICATION OF DIRECTORS.

74.—The office of Director shall be vacated, if the Director—

- (A) Cease to be a Director by virtue of the Companies (Consolidation) Act, 1908, Section 73, or
- (B) Become bankrupt, or *becomes*
- (C) Is found lunatic or ~~becomes~~ of unsound mind.

Any Director or any company or firm of which a Director is a member, may enter into contracts with the Company and any Director may vote as Director or shareholder in respect of such contract and retain for his own use profits made by him under any such contract; provided always that he must disclose his interest to his co-Directors before the contract is entered into by the Directors, and if all the Directors be interested in the contract the contract must be entered into by the Company in General Meeting, and before the contract is entered into, the Directors must disclose their interest to the meeting. This proviso does not apply to the contract mentioned in Article 4.

### ROTATION OF DIRECTORS.

75.—At the first Ordinary Meeting of the Company, and at every subsequent Annual Meeting, one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the nearest number to one-third, shall retire from office.

76.—The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

77.—A retiring Director shall be eligible for re-election.

78.—The Company at the General Meeting at which a Director retires in manner aforesaid may fill up the vacated office by electing a person thereto.

79.—If at any meeting at which an election of Directors ought to take place the places of the vacating Directors are not filled up, the meeting shall stand adjourned till the same day in the next week at the same time and place, and, if at the adjourned meeting the places of the vacating Directors are not filled up, the vacating Directors, or such of them as have not had their places filled up, shall be deemed to have been re-elected at the adjourned meeting.

80.—Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, but the person so chosen shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.



81.—The Directors shall have power at any time, and from time to time, to appoint a person as an additional Director who shall retire from office at the next following Ordinary General Meeting, but shall be eligible for election by the Company at that meeting as an additional Director.

#### PROCEEDINGS OF DIRECTORS.

82.—The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

83.—The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

84.—The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

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

86.—The Directors may delegate any of their powers to committees consisting of such members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.

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

88.—A Committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chairman shall have a second or casting vote.

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

90.—A resolution determined on without any meeting of Directors, and evidenced by writing under the hands of all the Directors, or of all the members of a Committee, or of a sole member of a Committee, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee.

#### DIVIDENDS AND RESERVE.

91.—The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.

92.—The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company.

93.—No dividend shall be paid otherwise than out of profits.

94.—Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares, but if and so long as nothing is paid up on any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares. No amount paid on a share in advance of calls shall, while carrying interest, be treated for the purpose of this Article as paid on the share.

95.—The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalising dividends, or for any other purpose to which the profits of the

Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be vested in such investments (other than shares of the Company) as the Directors may from time to time think fit.

96.—If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend payable on the share.

97.—No dividend shall bear interest against the Company.

98.—The Company in General Meeting may from time to time resolve that it is desirable to capitalize all or any part of the profits of the Company and/or all or any part of the reserve fund of the Company including the amounts carried to the reserve fund upon any revaluation of any assets of the Company and accordingly that the same be set free for distribution free of income tax among the members in accordance with their rights and that the same be not paid in cash but be applied in payment in full or in part of shares in the Company and that the said shares be distributed among the members in accordance with their rights. When such a resolution as aforesaid shall have been passed on any occasion the Directors may allot and issue the shares therein referred to credited as fully or partly paid up as the case may be to the members according to their rights with full power to make such provisions for fractions by the issue of fractional certificates or otherwise as they think expedient. The Directors may authorise any person on behalf of the members entitled to receive an allotment to enter into an agreement with the Company providing for the allotment to them of the said shares credited as fully or partly paid up and any agreement made under that authority shall be effective.

#### ACCOUNTS.

99.—The Directors shall cause true accounts to be kept—

- (A) Of the sums of money received and expended by the Company, and the matter in respect of which such receipts and expenditure takes place, and
- (B) Of the assets and liabilities of the Company.

100.—The books of account shall be kept at the registered office of the Company, or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

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

102.—Once at least in every year the Directors shall lay before the Company in General Meeting a profit and loss account for the period since the preceding account or (in the case of the first account) since the incorporation of the Company, made up to a date not more than six months before such meeting.

103.—A balance sheet shall be made out in every year and laid before the Company in General Meeting made up to a date not more than six months before such meeting. The balance sheet shall be accompanied by a report of the Directors as to the state of the Company's affairs, and the amount which they recommend to be paid by way of dividend, and the amount, if any, which they propose to carry to a reserve fund.

#### AUDIT.

104.—Auditors shall be appointed and their duties regulated in accordance with the Companies (Consolidation) Act, 1908, Sections 112 and 113, or any statutory modification thereof for the time being in force.

#### NOTICES.

105.—A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address in the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and unless the contrary is proved to have been effected at the time at which the letter would be delivered in the ordinary course of post.

106.—If a member has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, a notice addressed to him, and displayed in the registered office of the Company, shall be deemed to be duly given to him on the day on which it is so displayed.

107.—A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder named first in the register in respect of the share.

108.—A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, in the United Kingdom supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

109.—Notice of every General Meeting shall be given in some manner hereinbefore authorised to (A) every member of the Company except those members who (having no registered address in the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them, and also to (B) every person entitled to a share in consequence of the death or bankruptcy of a member, who, but for his death or bankruptcy, would be entitled to receive notice of the meeting. No other person shall be entitled to receive notices of General Meetings.

110.—A meeting to confirm a special resolution may be called contingently on the resolution having been passed at a previous meeting, and both meetings may be convened by one notice.

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NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

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Alton Maitland Jones.  
50 Russell Avenue  
Wood Green N.17.  
Company Secretary

Stephen Douglas Wilkes  
67 Watling Street, E.C.4  
Chartered Accountant

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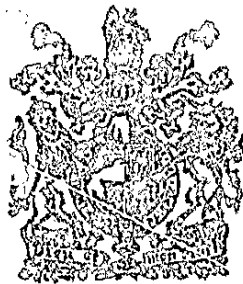
Dated the 30<sup>th</sup> day of May, 1922.

Witness to the above Signatures—

D. J. Philp  
5. Thos is Inn.  
Holborn Circus  
London E.C.1.  
Solicitor

DUPLICATE FOR THE FILM.

No. 162221



# Certificate of Incorporation

I Hereby Certify, That the  
Firestone Tyre and Rubber Company (1922)  
Limited

is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company  
is Limited.

Given under my hand at London this First day of June

One Thousand Nine Hundred and Twenty two.

Fees and Deed Stamps £ 10-5/-

Stamp Duty on Capital £ 200-00

H. B. Little  
Registrar of Joint Stock Companies.

Certificate received by S. S. Johnston for  
Lord & White

5 Francis Inn, E.C.1.

Date 5<sup>th</sup> June 1922.

*Ex 1*

THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.

## Special Resolution

OF

FIRESTONE TYRE & RUBBER COMPANY (1922)  
LIMITED.

*Passed 15th day of January, 1930.*

At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company, duly convened, and held at the registered office of the Company, Great West Road, Brentford, in the County of Middlesex, on the 15th day of January, 1930, the following Special Resolution was duly passed —

REGISTERED  
7 FEB 1930  
RESOLUTION.

That the name of the Company be changed to  
"Firestone Tyre & Rubber Company Limited."

(75537)

*S. B. Gacey*

Secretary,  
FIRESTONE TYRE & RUBBER COMPANY (1922) LIMITED.

*Presented for filing by*  
LOVELL, WHITE & KING,  
5, THAVIES INN,

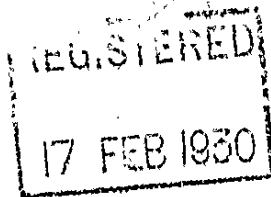
31





[C. D. 39.]

It is requested that any reply to this letter may be addressed to the Comptroller of the Companies Department, Board of Trade, Great George Street, London, S.W.1. (Telegraphic Address: "Companies, Parl, London," Telephone Number: Victoria 3840), and that the following number may be quoted:— 454/30.



BOARD OF TRADE

14th February, 1930



Gentlemen,

FIRESTONE TYRE & RUBBER COMPANY (1922)  
LIMITED.

With reference to your application of the 7th February,

I am directed by the Board of Trade to inform you that they approve of the name of the above-named Company being changed to

"FIRESTONE TYRE & RUBBER COMPANY LIMITED"

This communication should be tendered to the Registrar of Joint Stock Companies, Somerset House, W.C.2.

as his authority for entering the new name on the Register, and for issuing his certificate under Section 19 (4) of the Companies Act, 1929. A Postal Order for 5/-, made payable to the Commissioners of Inland Revenue, must at the same time be forwarded to the Registrar in payment of the Registration fee.

I am, Gentlemen,

Messrs. Lovell, White &  
King,  
5, Thavies Inn,  
Holborn Circus, E.C.1.

Your obedient Servant,

*(Handwritten signature)*



DUPLICATE FOR THE FILE,

No 82221



## Certificate of Change of Name.

I hereby Certify, That

FIRESTONE TYRE AND RUBBER COMPANY (1922) LIMITED

having, with the sanction of a Special Resolution of the said Company, and with the approval of the BOARD OF TRADE, changed its name, is now called

FIRESTONE TYRE & RUBBER COMPANY LIMITED

and I have entered such new name on the Register accordingly.

Given under my hand at London, this seventeenth day of February

One Thousand Nine Hundred and thirty

For Registrar of Joint Stock Companies.

Certificate received by

Date

132 THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES



## Ordinary Resolution

OF

### FIRESTONE TYRE & RUBBER COMPANY LIMITED

Passed 26th day of July, 1938.

REGISTERED

3 AUG 1938

AT an EXTRAORDINARY GENERAL MEETING of the Members of the said Company, duly convened, and held at the registered office of Trafford Park Estates Ltd., Bush House, Aldwych, in the County of London, on the 26th day of July, 1938, the following **Ordinary Resolution** was duly passed :—

#### RESOLUTION.

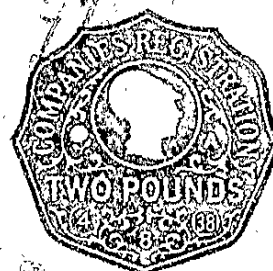
- (b) That the Capital of the Company be increased to £140,000 by the creation of 120,000 additional shares of £1 each ranking for dividend and in all other respects *pari passu* with the existing shares in the Company.
- (2) That it is desirable in pursuance of Article 98 of the Articles of Association of the Company to capitalise the sum of £120,000 part of the undivided profits of the Company standing to the credit of the Profit and Loss Account and accordingly that such sum be capitalised accordingly free of tax and be applied in making payment in full at par of 120,000 shares of £1 each in the capital of the Company and that the said shares so paid up be distributed amongst those persons who shall be registered on the 26th day of July, 1938 as the holders of the issued shares in the capital of the Company in proportion to the amounts paid or credited as paid on the shares held by them respectively and that the shares so distributed shall be treated for all purposes as an increase in the nominal amount of the capital of the Company held by each such holder of shares and not as income.

A. W. EDLIN,

Secretary,

FIRESTONE TYRE & RUBBER COMPANY LIMITED.

# THE COMPANIES ACT, 1929.



## NOTICE OF INCREASE IN NOMINAL CAPITAL.

*Pursuant to Section 52.*



REGISTERED  
3 AUG 1958

Name  
of  
Company

FIRESTONE TYRE & RUBBER COMPANY Limited.

NOTE.—This notice, accompanied by 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 said Resolution.

Presented by

TO THE REGISTRAR OF COMPANIES.

FIRESTONE TYRE & RUBBER COMPANY LIMITED

GREAT WEST ROAD, BRENTFORD, MIDDLESEX.

hereby gives you notice pursuant to Sect. 52 of the Companies Act, 1929, that by

(a) ORDINARY Resolution of the Company dated the 26th

day of July 1938, the nominal Capital of the Company has

been increased by the addition thereto of the sum of £120,000 beyond

the registered Capital of £20,000. The additional

Capital is divided as follows:—

Number of Shares.

Class of Share.

Nominal  
Amount of  
each Share.

120,000

Ordinary

£1

The conditions (e.g., voting rights, dividends, etc.) subject to which the new Shares have been or are to be issued are as follows:—

Ranking Pari passu with the existing shares.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

(Signature) [Signature]

(State whether Director,  
or Manager or Secretary) Secretary

Witnessed the Third day of August 1938

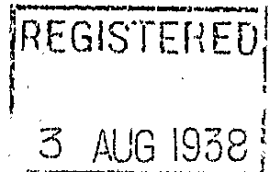
No. of Certificate 182221

Form No. 26A.



FIRESTONE TYRE & RUBBER COMPANY, LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933).



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

NOTE.—Attention is drawn to Section 52 of the Companies Act, 1929, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

Presented for registration by



NOTE.—This margin is reserved for Binding, and must not be written across.

The NOMINAL CAPITAL of.....

FIRESTONE TYRE & RUBBER.....

Company, Limited,

has by a Resolution of the Company dated..... 26th July, 1938.....

been increased by the addition thereto of the sum of £120,000....., divided into

120,000..... shares of £1..... each, beyond the Registered Capital of

£20,000.....

Signature.....

Description.....

Date.....

This statement should be signed by an Officer of the Company.

36  
36  
THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES

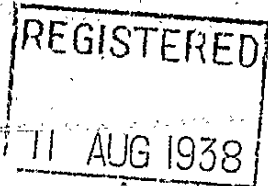


## Special Resolution

OF

### FIRESTONE TYRE & RUBBER COMPANY LIMITED

Passed 26th day of July, 1938.



AT an EXTRAORDINARY GENERAL MEETING of the Members of the said Company, duly convened, and held at the registered office of Trafford Park Estates Ltd., Bush House, Aldwych, in the County of London, on the 26th day of July, 1938, the following Special Resolution was duly passed:—

#### RESOLUTION.

That the following new Article shall be substituted for the existing Article 37:—

37. The Company may from time to time by Ordinary Resolution increase the Share Capital by such sum, to be divided into shares of such nominal amount, as the Resolution shall prescribe.

A. W. EDLIN,

Secretary,

FIRESTONE TYRE & RUBBER COMPANY LIMITED.





# FIRESTONE TYRE & RUBBER COMPANY LIMITED



## Special Resolution

(Passed on 22nd January, 1951.)

That the Articles of Association of the Company be altered in manner following:—

- (a) by the substitution of the following new Article to be numbered 66 for the existing Article 66:—

“66. Unless otherwise determined by a General Meeting, the number of Directors shall not be less than two nor more than seven.”

- (b) by inserting after the existing Article 81 the following new heading and the following new Article (to be designated Article 81A:—



### DEPUTY DIRECTORS.

“81A. The Directors may at any time and from time to time appoint any of the Managers or other employees of the Company to attend (when so required) meetings of the Directors and to advise and assist the Directors, and may at any time remove any person so appointed. Any person so appointed (who shall be termed a “Deputy Director”) shall not be a Director of the Company and accordingly shall not require any share qualification or be entitled to vote at any meeting of the Directors which he may attend or be otherwise subject to the provisions of these presents regarding the powers, duties, retirement or removal of a Director. A Deputy Director shall be entitled to receive such remuneration as the Directors may from time to time determine. Subject as aforesaid the Directors may define and limit the powers and duties of every Deputy Director.”

*William F. Durr.*  
Chairman.

A859



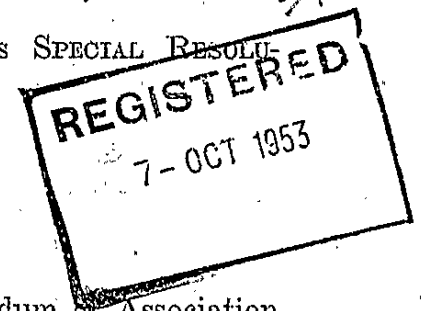


# Firestone Tyre & Rubber Company Limited

## Special Resolutions

(Passed on September 29th, 1953)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on September 29th, 1953, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:—



### RESOLUTIONS.

1. That the provisions of the Memorandum of Association with respect to the objects of the Company be altered by deleting paragraph (13) of sub-clause (1) in Clause 3 of such Memorandum and substituting therefor the following new paragraph:—

"(13) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families and dependants of any such persons, and also to establish and subsidize or subscribe to any institutions, associations,

This is the printed document referred to in the Special Resolution numbered 2 of Firestone Tyre & Rubber Company Limited passed on September 29<sup>th</sup> 1953. *WSD*  
*William Brock* Chairman.

*The Companies Act, 1948.*

COMPANY LIMITED BY SHARES.

New  
Articles of Association

— OF —

FIRESTONE TYRE & RUBBER COMPANY  
LIMITED.

(Adopted by Special Resolution passed on September 29<sup>th</sup> 1953.) *WSD*

PRELIMINARY.

1. The Regulations in Part I of Table A in the First Schedule to the Companies Act, 1948 (which Table is hereinafter referred to as "Table A") shall apply to the Company, save in so far as they are excluded or modified hereby. Regulations 24, 53, 75, 77, 87, 88, 90, 96, 97, 131 and 136 in Part I of Table A shall not apply to the Company, but the remaining Regulations in Part I of Table A, subject to the modifications hereinafter expressed and the Articles hereinafter contained shall constitute the Regulations of the Company.

PRIVATE COMPANY.

2. The Company is a Private Company and accordingly the Regulations in Part II of Table A, except Regulations 1, 3 and 4 therein, shall apply to the Company.

SHARES.

3. The share capital of the Company at the date of the adoption of these Articles is £140,000 divided into 140,000 Shares of £1 each.

4. The following proviso shall be added at the end of Regulation 4 in Part I of Table A, namely:—"Provided that if at any adjourned meeting of such holders a quorum as above defined is not present, those Members who are present in person or by proxy shall be a quorum."

5. Unless otherwise determined by the Company by Ordinary Resolution, any new shares from time to time to be created shall, before they are issued, be offered to the Members entitled to

receive Notices from the Company of General Meetings in proportion, as nearly as may be, to the number of Shares held by them respectively. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Regulations, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

#### LIEN.

6. The lien conferred by Regulation 11 in Part I of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders.

#### TRANSFER OF SHARES.

7. No transfer of any share in the capital of the Company to any person not already a Member of the Company shall be made or registered without the previous sanction of the Directors, who may, in their absolute discretion and without assigning any reason therefor, decline to give any such sanction, and shall so decline in the case of any transfer the registration of which would involve a contravention of Regulation 2 in Part II of Table A. The Directors may also decline to register any transfer of shares on which the Company has a lien.

8. Except as hereinafter provided no shares in the Company shall be transferred unless and until the rights of pre-emption hereinafter contained shall have been exhausted.

9. Any Member who intends to transfer shares (hereinafter called "the vendor") shall give notice in writing (hereinafter called "a sale notice") to the Directors of his intention. Such notice shall constitute the Company his agent for the sale of the said shares in one or more lots at the discretion of the Directors to Members of the Company at a price which shall be certified by the Auditors for the time being of the Company as the fair value thereof unless some other price shall be agreed upon between the vendor and the Directors. No sale notice shall be withdrawn except with the sanction of the Directors.

10. Upon receipt of a sale notice the Directors shall forthwith give notice to all the Members of the Company of the number and price of the shares to be sold and invite each of them to state in writing within the space of twenty-eight days after the service of the sale notice whether he is willing to purchase any, and if so what maximum number of the said shares.

11. At the expiration of the said period of twenty-eight days the Directors shall allocate the said shares to or amongst the Member or Members who shall have expressed his or their willingness to purchase as aforesaid, and (if more than one) so far as may be *pro rata* according to the number of shares already held by them respectively, provided that no Member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid. Upon such allocation being made the vendor shall be bound on payment of the said price to transfer the shares to the Member or Members desiring to purchase the same, and if he make default in so doing the Directors may receive and give a good discharge for the purchase money on behalf of the vendor and enter the name of the purchasing Member in the register of Members as holder by transfer of the said shares purchased by him.

12. If the Directors shall not, within the said period of twenty-eight days, find a purchasing Member for all or any of the shares comprised in the sale notice or through no default of the vendor the purchase of all or any of the said shares shall not be completed within a space of forty-two days after the date of his sale notice the vendor shall, at any time within six months thereafter be at liberty, subject to Article 7 hereof to sell and transfer the shares comprised in his sale notice (or such of them as shall not have been sold to a purchasing Member) to any person and at any price.

13. Articles 8, 9, 10, 11 and 12 hereof shall not apply to a transfer merely for the purpose of effectuating the appointment of new trustees, nor to a transfer by executors or administrators to a legatee under the will of, or to the husband, wife or next-of-kin of, a deceased Member, nor to a transfer by a trustee to a beneficiary, provided that it is proved to the satisfaction of the Directors that the transfer *bona fide* falls within one of these exceptions.

#### GENERAL MEETINGS.

14. No business shall be transacted at any General Meeting unless a quorum is present. Two persons, being Members or proxies for Members, shall be a quorum for all purposes.

15. Regulation 54 in Part I of Table A shall be modified by substituting the words "the meeting shall be dissolved" for the concluding words "the Members present shall be a quorum."

#### DIRECTORS.

16. The number of the Directors shall, unless and until otherwise determined by the Company by Ordinary Resolution, be not less than two or more than seven.

17. A Director shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any General Meeting of, or any separate meeting of the holders of any class of shares in the Company.

#### POWERS, DUTIES AND DISQUALIFICATION OF DIRECTORS.

18. The proviso in Regulation 79 in Part I of Table A shall be deleted.

19. A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted, and he may be counted in estimating a quorum when any such contract or arrangement is under consideration and Regulation 84 in Part I of Table A shall be modified accordingly.

20. A Director present at any meeting of the Directors or committee of the Directors shall not be required to sign his name in a book to be kept for that purpose and Regulation 86 in Part I of Table A shall be modified accordingly.

21. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation scheme or funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of

any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent objects or for any exhibition, or for any public, general or useful object, and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Statutes shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

22. The office of a Director may be vacated:—

- (1) If by notice in writing to the Company he resign the office of Director.
- (2) If he be absent from meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors, and his alternate Director (if any) shall not during such period have attended in his stead, and the Directors pass a resolution that he has by reason of such absence vacated office.
- (3) If he become bankrupt or make any arrangement or composition with his creditors generally.
- (4) If he cease to be a Director by virtue of, or is prohibited from being a Director by an order made under, any of the provisions of the Act.
- (5) If he become of unsound mind.

#### ROTATION, REMOVAL AND PROCEEDINGS OF DIRECTORS.

23. The words "if willing to continue in office" shall be substituted for the words "if offering himself for re-election" in Regulation 92 in Part I of Table A.

24. Without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and by Ordinary Resolution appoint another Director in his stead.

#### ~~DEPUTY DIRECTORS:~~

~~25. The Directors may at any time and from time to time appoint any of the Managers or other employees of the Company to attend (when so required) meetings of the Directors and to advise and assist the Directors, and may at any time remove any~~

*WSD*

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~~person so appointed. Any person so appointed (who shall be termed a "Deputy Director") shall not be a Director of the Company and accordingly shall not be entitled to vote at any meeting of the Directors which he may attend or be otherwise subject to the provisions of these presents regarding the powers, duties, retirement or removal of a Director. A Deputy Director shall be entitled to receive such remuneration as the Directors may from time to time determine. Subject as aforesaid the Directors may define and limit the powers and duties of every Deputy Director.~~

#### NOTICES.

25. A notice may be served by the Company upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address, as appearing in the Register and any such letter shall be sent by air mail to a Member whose registered address is in the United States of America, notwithstanding that he has given the Company an address for service pursuant to Article 24.

26. Any Member described in the Register by an address not within the United Kingdom, who shall from time to time give the Company an address of himself or his attorney within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid, and save as provided by Article 23 or elsewhere in these presents, no Member other than a Member described in the Register by an address within the United Kingdom shall be entitled to receive any notice from the Company, and Regulation 134 in Part I of Table A shall be modified accordingly.

27. Any notice, if served by post, shall be deemed to have been served at the time when the letter containing the same is put into a post office situate within the United Kingdom and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into such post office.

#### INDEMNITY.

28. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any



proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

Secretary

The Companies Acts, 1908 to 1948.

COMPANY LIMITED BY SHARES.



## Memorandum of Association

(As altered by Special Resolution passed on September 27th 1953)

— OF —

## FIRESTONE TYRE & RUBBER COMPANY LIMITED

1. The name of the Company is "FIRESTONE TYRE ~~AND~~ RUBBER COMPANY (1922) 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 purchase and carry on the business of Firestone Tyre and Rubber Company Limited (incorporated in 1914), now in liquidation, and accordingly to enter into and carry into effect with or without modification an agreement with the said Company and its liquidator in the terms of the draft which has for the purposes of identification been initialled by Mr. Reginald John White, of 5 Thavies Inn, London, a solicitor of the Supreme Court.

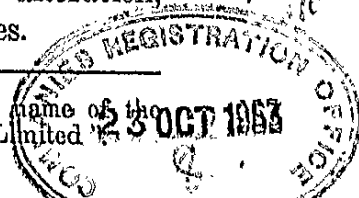
(B) To manufacture, produce, buy, sell, treat, and deal in rubber tyres for vehicle wheels, metal rims for vehicle wheels and all kinds of rubber goods and rubber and its products, compounds and goods analogous thereto.

(C) To carry on the business of planters, growers, manufacturers, merchants, dealers, producers, refiners and workers of and in rubber, india-rubber, gutta-percha, asbestos, and other similar articles.

(D) To carry on the business of manufacturers of or dealers in motor-cars and vehicles of all kinds, and of and in all parts, accessories, articles, and things used in the manufacture, maintenance, alteration, repair, and working of vehicles and tyres.

\* By Special Resolution passed on 15th January, 1930, the name of the Company was changed to "Firestone Tyre & Rubber Company Limited".

REGISTERED  
23 OCT 1953



- (E) To carry on the business of machinists, electrical and mechanical engineers, manufacturers of chemicals and machinery, tool makers, brass and iron foundry, iron masters, steel makers and converters, smelters, tinplate makers, distillers, chemists, dye makers and metallurgists.
- (F) To manufacture, buy, sell, let on hire and otherwise deal in motor-cars, carriages, cabs, vans, omnibuses, cycles, ships, launches, boats, and other public or private conveyances of all descriptions, whether propelled by petrol, steam, electricity, gas, animal traction, or other motive power.
- (G) To manufacture, buy, sell, let, or hire and deal in machinery, component parts, accessories and fittings for all kinds of motor vehicles, and all kinds of oils and greases and all other articles and things used in or capable of being used in the manufacture, maintenance and working thereof.
- (H) To carry on the business of garage keepers and suppliers of petrol, electricity and other motive power to motor vehicles of all kinds.
- (I) To carry on the business of coach and carriage builders, electricians, fitters, millwrights, foundry, tube makers, galvanizers, japanners, annealers, enamellers, electro-platers and painters.
- (J) To carry on any branch or subsidiary businesses commonly carried on in connection with all or any of the aforesaid businesses.
- (K) To acquire and deal with the property following:—
  - (1) The business, property and liabilities of any company, firm or person carrying on any business within the objects of this Company.
  - (2) Lands, buildings, easements or other interests in real estate.
  - (3) Plant, machinery, personal estate and effects.
  - (4) Patents, patent rights or inventions, copyrights, designs, trade marks or secret processes.
  - (5) Shares or stock or securities in or of any company or undertaking, the acquisition of which may promote or advance the interests of this Company.

(L) To perform or do all or any of the following operations, acts or things:—

- (1) To pay all the costs, charges and expenses of the promotion and establishment of the Company.
- (2) To sell, let, dispose of, or grant rights over all or any property of the Company.
- (3) To erect buildings, plant and machinery for the purposes of the Company.
- (4) To grant licences to use patents or secret processes of the Company.
- (5) To manufacture plant, machinery, tools, goods or things for any of the purposes of the business of the Company.
- (6) To draw, accept and negotiate bills of exchange, promissory notes and other negotiable instruments.
- (7) To borrow money or receive money on deposit, either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking, or all or any of the assets of the Company including uncalled capital.
- (8) To receive money on deposit on such terms as the Company may approve and to guarantee the debts and contracts of customers and others.
- (9) To lend money with or without security, and to invest money of the Company in such manner other than in the shares of this Company as the Directors think fit.
- (10) To enter into arrangements for joint working in business, or for sharing of profits, or for amalgamation with any other company, firm or person carrying on business within the objects of this Company.
- (11) To promote companies and to guarantee the payment of any securities issued by or any other obligation of any company promoted by the Company.

- (12) To sell the undertaking and all or any of the property of the Company for cash or for stock, shares or securities of any other company, or for other consideration.
- (13) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families and dependants of any such persons, and also to establish and subsidize or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (14) To subscribe to or otherwise aid benevolent, charitable, national or other institutions or objects of a public character, or which have any moral or other claims to support or aid by the Company by reason of the locality of its operations or otherwise.
- (15) To distribute in specie assets of the Company properly distributable amongst the members.
- (M) To do all or any of the things hereinbefore authorised, either alone, or in conjunction with, or as factors,

trustees, or agents for others, or by or through factors, trustees, or agents.

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

4. The liability of the members is limited.

5. The share capital of the Company is £20,000, divided into 20,000 shares of £1 each, with power for the Company to increase or reduce the said capital, and to issue any part of its capital, original or increased, with or without any preference, priority, or special privilege or subject to any postponement of rights, or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.\*

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\* NOTE: By Ordinary Resolution passed on 26th July, 1938, the capital was increased to £140,000 by the creation of 120,000 additional shares of £1 each ranking *pari passu* with the existing shares.

WE, the several persons whose names and addresses 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.
<p>ALTON MAITLAND JONES, 50 Russell Avenue, Wood Green, N.17, <i>Company Secretary.</i></p>	<p>One</p>
<p>ALFRED DOUGLAS WYKES, 67 Watling Street, E.C.4, <i>Chartered Account.</i></p>	<p>One</p>

Dated the 30th day of May, 1922.

Witness to the above Signatures—

R. J. WHITE,

5 Thavies Inn,

Holborn Circus,

London, E.C.1,

*Solicitor.*

*Alfred Douglas Wykes*



*The Companies Act, 1948.*

## **FIRESTONE TYRE & RUBBER COMPANY LIMITED**

### **Special Resolution**

(Passed on 28th July, 1959)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the 28th July, 1959, the following Resolution was duly passed as a SPECIAL RESOLUTION:—

That Article 16 of the Articles of Association of the Company be altered by deleting the word "seven" at the end thereof and substituting therefor the word "eight".

W. E. DUCK, *William Duck*  
Chairman.

34 33.






~~18221~~ 18221  
113  
THE COMPANIES ACT 1948 - 1967

FIRESTONE TYRE & RUBBER COMPANY LIMITED

Special Resolution

At an Extraordinary General Meeting of the Company held at the Firestone Tyre & Rubber Company Limited, Great West Road, Brentford, Middlesex, on Thursday, 12th December 1974, at 9.45 a.m., the following Resolutions were considered and passed as Special Resolutions :-

1. That the authorised capital of the Company be increased from £140,000 divided into 140,000 Ordinary Shares of £1 each to £4,440,000 divided into 4,440,000 Ordinary Shares of £1 each by the creation of 4,300,000 additional Ordinary Shares of £1 each.
2. That the Company adopt the new Articles of Association in the form of the print produced to the Meeting and initialled by the Chairman for the purposes of identification in substitution for and to the exclusion of the existing Articles of Association of the Company.

  
CHAIRMAN.

  
29 JAN 1975

18221

THE COMPANIES ACTS 1948 TO 1967

Signed for the purpose  
of identification

... *L. W. Usher* ...  
CHAIRMAN.

COMPANY LIMITED BY SHARES

2

NEW

Articles of Association *ywn*

(Adopted by Special Resolution passed on 12th December 1974)

OF

FIRESTONE TYRE & RUBBER COMPANY LIMITED

PRIVATE COMPANY

1. The Company is a Private Company to which the Regulations in Part I and Part II of Table A in the First Schedule to the Companies Act, 1948, as amended by the Companies Act 1967, (which Table, as amended, is hereinafter referred to as "Table A") shall apply, save in so far as they are excluded or modified hereby. Regulations 3, 22, 24, 53, 62, 69, 75, 77, 87 to 97 inclusive, 107, 126, 130 and 136 in Part I and Regulations 1, 4 and 5 in Part II of Table A shall not apply to the Company, but the remaining Regulations in Part I and Part II of Table A, subject to the modifications hereinafter expressed, and the Articles hereinafter contained shall constitute the Regulations of the Company.

SHARES

2. At the date of adoption of these Articles the share capital of the Company is £4,440,000 divided into 4,440,000 Ordinary Shares of £1 each.

3. The shares in the original capital of the Company shall be at the disposal of the Directors, and they may allot, grant options over or otherwise dispose of the same to such persons (including any Directors), at such times and generally on such terms and conditions as they think proper, subject always to Regulation 2 in Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.

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4. The following proviso shall be added at the end of Regulation 4 in Part I of Table A, namely: "Provided that if at any adjourned meeting of such holders a quorum as above defined is not present, those Members who are present in person or by proxy shall be a quorum".

5. Subject to the provisions of Section 58 of the Act, any Preference Share may be issued on the terms that it is, or at the option of the Company is to be liable to be redeemed on such terms and in such manner as the Company by Special Resolution may prescribe.

#### TRANSFER OF SHARES

6. The instrument of transfer of a share shall be signed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. Provided that in the case of a partly paid share the instrument of transfer must also be signed by or on behalf of the transferee.

#### GENERAL MEETINGS

7. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Act as to giving of information to Members in regard to their right to appoint proxies and Notices of, and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being.

8. In Regulation 52 in Part I of Table A the prefix "re-" shall be inserted before the word "appointment".

9. No business shall be transacted at any General Meeting unless a quorum is present. Two persons, being Members or proxies for Members, shall be a quorum for all purposes.

10. A poll may be demanded by any Member, present in person or by proxy and Regulation 58 in Part I of Table A shall be modified accordingly.

11. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the registered office of the Company or at such other place in the United Kingdom as is specified for that purpose in any instrument of proxy sent by the Company in relation to the meeting not less than forty-eight hours before the time for holding the

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meeting or adjourned meeting at which the person named in the instrument proposes to vote or handed to the Chairman of the meeting or adjourned meeting, and, in default, the instrument of proxy shall not be treated as valid.

12. A resolution in writing signed by all the Members for the time being entitled to vote (or being corporations by their duly authorised representatives) shall be as effective for the purposes of these Articles as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members (or authorised representatives as aforesaid) but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution.

#### VOTES OF MEMBERS

13. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a Member, shall have one vote, and on a poll every Member who is present in person or by proxy shall have one vote for every £1 in nominal amount of shares or stock in the capital of the Company of which he is the holder.

#### DIRECTORS

14. The number of the Directors shall, unless and until otherwise determined by the Company by Ordinary Resolution, be not less than two or more than ~~seven~~ <sup>four</sup>. The first Directors of the Company shall be appointed by the Subscribers of the Memorandum of Association in writing either with or without a meeting. Pending such appointment the Subscribers of the Memorandum of Association shall be deemed to be Directors.

15. Any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

16. A Director shall not require a share qualification but nevertheless shall be entitled

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to attend and speak at any General Meeting of, or any separate meeting of the holders of any class of shares in the Company.

POWERS AND DUTIES OF DIRECTORS

17. The proviso in Regulation 79 in Part I of Table A shall be deleted.

18. A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted, and he may be counted in estimating a quorum when any such contract or arrangement is under consideration and Regulation 84 in Part I of Table A shall be modified accordingly.

19. A Director present at any meeting of the Directors or committee of the Directors shall not be required to sign his name in a book to be kept for that purpose and Regulation 86 in Part I of Table A shall be modified accordingly.

20. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and hold or have at any time held any salaried employment or office in the Company or such other company, and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent objects or for any exhibition, or for any public, general or useful object and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company, any Director who holds or has held any such employment or office shall be entitled to participate in and retain for his own

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benefit any such donation, gratuity, pension, allowance or emolument.

#### DISQUALIFICATION OF DIRECTORS

21. The office of a Director shall be vacated:

- (1) If (not being a Managing Director or Executive Director holding office as such for a fixed term) by notice in writing to the Company he resign the office of Director.
- (2) If he be absent from meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors, and his alternate Director (if any) shall not during such period have attended in his stead, and the Directors pass a resolution that he has by reason of such absence vacated office.
- (3) If he become bankrupt or make any arrangement or composition with his creditors generally.
- (4) If he cease to be a Director by virtue of, or be prohibited from being a Director by an order made under, any of the provisions of the Act.
- (5) If he become incapable by reason of mental disorder of discharging his duties as a Director.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

22. A Member or Members holding a majority in nominal value of the issued shares for the time being conferring the right to vote at General Meetings of the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors (provided that the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its Directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

#### ALTERNATE DIRECTORS

23. A Director may by writing under his hand appoint another Director or any other person to be his alternate but no such appointment of any person not being a Director shall be operative unless and until approved by resolution of the Directors or by a majority of the Directors for the time being.

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Every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to have and exercise all the powers, rights, duties and authorities of the Director appointing him. Every such alternate shall also be entitled in the absence from the United Kingdom of the Director appointing him to sign on his behalf a resolution in writing of the Directors. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of an alternate shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between such alternate and the Director appointing him. A Director may by writing under his hand deposited at the registered office of the Company at any time revoke the appointment of an alternate appointed by him and (subject to such approval as aforesaid) appoint another person in his place. If a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine.

#### PROCEEDINGS OF DIRECTORS

24. The following words shall be added at the end of Regulation 98 in Part I of Table A, namely "A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director whom he represents and in addition to his own vote".

25. The following words shall be added at the end of Regulation 99 in Part I of Table A, namely: "For the purposes of this Regulation an alternate Director shall be counted in a quorum but so that not less than two individuals shall constitute a quorum".

26. The following words shall be added at the end of Regulation 106 in Part I of Table A, namely: "and may consist of several documents in the like form, each signed by one or more Directors".

#### MANAGING AND EXECUTIVE DIRECTORS

27. The Directors may from time to time appoint any one or more of their body to the office of Managing Director or Executive Director for such period and on such terms as they think fit. A Director so appointed shall subject to the terms of any contract between him and the Company be subject to the same provisions as to resignation and removal

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as other Directors of the Company and if he shall vacate the office of Director he shall ipso facto and immediately cease to be a Managing Director or Executive Director.

28. In Regulations 108 and 109 in Part I of Table A the words "or Executive Director" shall be inserted immediately after the words "Managing Director".

#### ACCOUNTS

29. The Directors shall from time to time, in accordance with Sections 148, 150 and 157 of the Act and Sections 16 to 22 inclusive of the Companies Act 1967 cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

#### AUDIT

30. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 inclusive of the Act and Sections 13 and 14 of the Companies Act 1967.

#### NOTICES

31. In Regulation 131 in Part I of Table A the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be deleted therefrom.

#### INDEMNITY

32. Subject to the Act every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.



No. of Company. 182221

Form No. 10/10A

## THE COMPANIES ACTS 1948 to 1967

### Notice and Statement\* of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES  
Firestone Tyre and Rubber Co.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,  
that by a <sup>Special</sup> Resolution of the Company dated the  
12th day of December 1974 the nominal capital of the  
Company has been increased by the addition thereto of the sum of £4,300,000  
beyond the registered capital of £140,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
4,300,000	Ordinary	

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)  
subject to which the new shares have been, or are to be, issued are as follows:—

The conditions stated in the new Articles of Association of the  
Company adopted by Special Resolution dated the 12th December, 1974.

KPL V Signature

State whether Director } Director  
or Secretary }

Dated the 12th day of February 1975

Presented by Lovell White & King.  
1 Serjeants' Inn,  
Fleet Street,  
London, E.C.4.

Presentor's Reference DXM/ADJF

14 FEB 1975

No. of Company.....182221/118

Form No. 10

# THE COMPANIES ACTS 1948 to 1967

## Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

FIRESTONE TYRE & RUBBER COMPANY

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by an ORDINARY Resolution of the Company dated the 23rd day of July 1975 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 129,000 beyond the registered capital of £ 4,440,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
129,000	Ordinary	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

They are to rank pari passu with the existing ordinary shares.

Signature.....*J. H. Lord*

State whether Director or Secretary) DIRECTOR

Dated the 22nd day of August 1975

Presenter's Reference JH1K

Presented by

*Lord White & King*

*1, Leicestershire Street*

*London EC4Y 1L3*

(see notes overleaf)



If any of the new shares are Preference Shares, state whether they are to be convertible or not. If this space is insufficient the particulars should be set out separately by way of schedule.

COMPANY NO. 182221

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THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

FIRESTONE TYRE & RUBBER COMPANY  
LIMITED

(passed 23rd July 1975)

At an EXTRAORDINARY GENERAL MEETING of the above  
named Company duly convened and held on 23rd July 1975 the following  
resolution was duly passed as an Ordinary Resolution

RESOLUTION

That with a view to the acquisition of the  
whole of the issued share capital of Seiberling Rubber Company  
(Great Britain) Limited the authorised capital of the Company  
be increased from £4,440,000 divided into 4,440,000 Ordinary  
Shares of £1 each to £4,569,000 divided into 4,569,000 Ordinary  
Shares of £1 each by the creation of 129,000 additional Ordinary  
Shares of £1 each.

G.W. WEBER

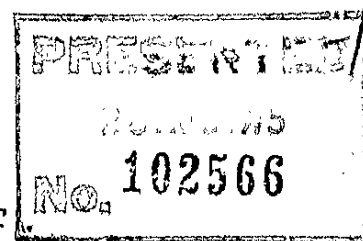
Chairman of the Meeting

55

COMPANIES REGISTRATION  
23 JUL 1975  
23 JUL 75

182221 / 121

MEMORANDUM OF AGREEMENT



DATED 23rd July 1975

PARTIES:

- (1) THE FIRESTONE TIRE & RUBBER COMPANY, 1200 Firestone Parkway, Akron, Ohio, USA ("Akron")
- (2) FIRESTONE TYRE & RUBBER COMPANY LIMITED, Great West Road, Brentford, Middlesex ("Brentford")

PRELIMINARY:

- (A) Brentford is a wholly owned subsidiary of Akron
- (B) Seiberling Rubber Company (Great Britain) Limited ("Seiberling") is a private company incorporated on 16th July 1952 and has at the date hereof an issued share capital of £7,500 divided into 7,500 Ordinary Shares of £1 each all of which shares are beneficially owned by Akron. Such 7,500 Ordinary Shares are hereinafter referred to as "the Seiberling Shares".

OPERATIVE PROVISIONS:

1. With effect from 23rd July 1975 Akron will sell to Brentford all the Seiberling Shares.
2. The consideration for the sale shall be the issue to Akron of 129,000 Ordinary Shares of £1 each in the capital of Brentford credited as fully paid. Akron hereby agrees to accept such consideration as full payment for the sale and acknowledges that it has no further claims against Brentford in respect of the sale hereby agreed.

3. Completion will take place on or before  
23rd July 1975. At completion:-

- a) Akron will deliver to Brentford Stock Transfer forms in respect of all the Seiberling Shares together with the relevant share certificates
- b) Akron will procure that a Board Meeting of Seiberling is held at which such Stock Transfer forms are passed for registration subject only to their being duly stamped.
- c) Brentford will allot and issue 129,000 Ordinary Shares of £1 each to Akron credited as fully paid.

4. Both parties agree to execute and perform or procure the execution or performance of all such further deeds documents allowances or acts as either of them may reasonably require in order to give effect to these presents.

5. Akron hereby applies for the shares referred to in clause 2 above and agrees to hold them on the terms and conditions of Brentford's Memorandum and Articles of Association.

6. A duplicate of this Agreement shall be delivered to the Registrar of Companies pursuant to Section 52 of the Companies Act 1948.

For and on behalf of The Firestone Tire & Rubber Company

*Kenneth W. Reese*

For and on behalf of Firestone Tyre & Rubber Company Limited

*G. W. Walker*

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

S/Res lodged K/1/75  
DOE (113)

# Memorandum

(As altered by Special Resolution passed on  
29th September 1953)

AND

N E W

# Articles of Association

OF

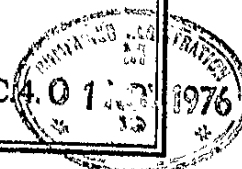
FIRESTONE TYRE & RUBBER COMPANY LIMITED

(Adopted by Special Resolution passed on the  
12th December 1974)

Incorporated the 1st day of June 1922



LOVELL, WHITE & KING,  
1, SERJEANTS' INN,  
LONDON, E.C.4





## CERTIFICATE OF INCORPORATION

15

I hereby certify that

FIRESTONE TYRE AND RUBBER COMPANY (1922) LIMITED

was this day incorporated under the Companies Acts, 1908 to 1917, and that the Company is Limited.

Given under my hand at London this First day of June, One Thousand Nine Hundred and Twenty-two.

Fees and Deed Stamps	£ 10: 5: 0d
Stamp Duty on Capital	£200: 0: 0d

H. BIRTLES  
.....  
Registrar of Joint Stock Companies

Certificate received by S. O. Johnston for  
Lovell & White,  
5 Thavies Inn,  
London, E.C.1.

Date: 5th June, 1922.





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**CERTIFICATE OF INCORPORATION**  
**ON CHANGE OF NAME**

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● hereby certify that

FIRESTONE TYRE AND RUBBER COMPANY (1922) LIMITED

having with the sanction of a Special Resolution of the said Company, and with the approval of the BOARD OR TRADE, changed its name, is now called

FIRESTONE TYRE & RUBBER COMPANY LIMITED

and I have entered such new name on the Register accordingly.

Given under my hand at London, this Seventeenth day of February, One Thousand Nine Hundred and Thirty.

● Certificate received by .....

A. W. STOKES

.....  
For Registrar of Joint Stock Companies

Date:



FIRESTONE TYRE & RUBBER COMPANY LIMITED

At an Extraordinary General Meeting of the Members of the above named Company, duly convened and held at the Registered Office of the Company, Great West Road, Brentford, in the County of Middlesex, on the 15th day of January 1930, the following Special Resolution was duly passed :-

SPECIAL RESOLUTION

That the name of the Company be changed to  
"Firestone Tyre & Rubber Company Limited".

Signed: ..... (illegible) .....  
CHAIRMAN

FIRESTONE TYRE & RUBBER COMPANY LIMITED

Special Resolutions

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(Passed on September 29th, 1953)

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At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on September 29th, 1953, the following Resolutions were duly passed as SPECIAL RESOLUTIONS :-

RESOLUTIONS

1. That the provisions of the Memorandum of Association with respect to the objects of the Company be altered by deleting paragraph (13) of sub-clause (1) in Clause 3 of such Memorandum and substituting therefor the following new paragraph :-

"(13) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has

been at any time interested, and the wives, widows, families and dependants of any such persons, and also to establish and subsidize or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid."

2. That the Regulations described as the new Articles of Association of the Company and contained in the printed document submitted to the Meeting and for purposes of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association.

(illegible)

.....  
C H A I R M A N .

THE COMPANIES ACT 1948 - 1967

FIRESTONE TYRE & RUBBER COMPANY LIMITED

Special Resolution

At an Extraordinary General Meeting of the Company held at the Firestone Tyre & Rubber Company Limited, Great West Road, Brentford, Middlesex, on Thursday, 12th December 1974, at 9.45 a.m., the following Resolutions were considered and passed as Special Resolutions :-

1. That the authorised capital of the Company be increased from £140,000 divided into 140,000 Ordinary Shares of £1 each to £4,440,000 divided into 4,440,000 Ordinary Shares of £1 each by the creation of 4,300,000 additional Ordinary Shares of £1 each.
2. That the Company adopt the new Articles of Association in the form of the print produced to the Meeting and initialled by the Chairman for the purposes of identification in substitution for and to the exclusion of the existing Articles of Association of the Company.

G. W. Weber

.....  
C H A I R M A N

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

**Memorandum of Association**

(As altered by Special Resolution passed  
on September 29th, 1953)  
OF

FIRESTONE TYRE & RUBBER COMPANY LIMITED

1. The name of the Company is "FIRESTONE TYRE & RUBBER COMPANY (1922) 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 purchase and carry on the business of Firestone Tyre and Rubber Company Limited (incorporated in 1914), now in liquidation, and accordingly to enter into and carry into effect with or without modification an agreement with the said Company and its liquidator in the terms of the draft which has for the purposes of identification been initialled by Mr. Reginald John White, of 5 Thavies Inn, London, a solicitor of the Supreme Court.
  - (B) To manufacture, produce, buy, sell, treat, and deal in rubber tyres for vehicles wheels, metal rims for vehicle wheels and all kinds of rubber goods and rubber and its products, compounds and goods analogous thereto.

\* By Special Resolution passed on 15th January, 1930, the name of the Company was changed to "Firestone Tyre & Rubber Company Limited".

- (C) To carry on the business of planters, growers, manufacturers, merchants, dealers, producers, refiners and workers of and in rubber, india-rubber, gutta-percha, asbestos, and other similar articles.
- (D) To carry on the business of manufacturers of or dealers in motor-cars and vehicles of all kinds, and of and in all parts, accessories, articles, and things used in the manufacture, maintenance, alteration, repair, and working of vehicles and tyres.
- (E) To carry on the business of machinists, electrical and mechanical engineers, manufacturers of chemicals and machinery, tool makers, brass and iron founders, iron masters, steel makers and converters, smelters, tinplate makers, distillers, chemists, dye markers and metallurgists.
- (F) To manufacture, buy, sell, let on hire and otherwise deal in motor-cars, carriages, cabs, vans, omnibuses, cycles, ships, launches, boats, and other public or private conveyances of all descriptions, whether propelled by petrol, steam, electricity, gas, animal traction, or other motive power.
- (G) To manufacture, buy, sell, let, or hire and deal in machinery, component parts, accessories and fittings for all kinds of motor vehicles, and all kinds of oils and greases and all other articles and things used in or capable of being used in the manufacture, maintenance and working thereof.
- (H) To carry on the business of garage keepers and suppliers of petrol, electricity and other motive power to motor vehicles of all kinds.
- (I) To carry on the business of coach and carriage builders, electricians, fitters, millwrights, founders, tube makers, galvanizers, japanners, annealers, enamellers, electro-platers and painters.
- (J) To carry on any branch or subsidiary businesses commonly carried on in connection with all or any of the aforesaid businesses.
- (K) To acquire and deal with the property following:
  - (1) The business, property and liabilities of any company, firm or person carrying on any business within the objects of this Company.

- (2) Lands, buildings, easements or other interests in real estate.
  - (3) Plant, machinery, personal estate and effects.
  - (4) Patents, patent rights or inventions, copyrights, designs, trade marks or secret processes.
  - (5) Shares or stock or securities in or of any company or undertaking, the acquisition of which may promote or advance the interests of this Company.
- (L) To perform or do all or any of the following operations, acts or things:-
- (1) To pay all the costs, charges and expenses of the promotion and establishment of the Company.
  - (2) To sell, let, dispose of, or grant rights over all or any property of the Company.
  - (3) To erect buildings, plant and machinery for the purposes of the Company.
  - (4) To grant licences to use patents or secret processes of the Company.
  - (5) To manufacture plant, machinery, tools, goods or things for any of the purposes of the business of the Company.
  - (6) To draw, accept and negotiate bills of exchange, promissory notes and other negotiable instruments.
  - (7) To borrow money or receive money on deposit, either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking, or all or any of the assets of the Company including uncalled capital.
  - (8) To receive money on deposit on such terms as the Company may approve and to guarantee the debts and contracts of customers and others.
  - (9) To lend money with or without security, and to invest money of the Company in such manner other than in the shares of this Company as the Directors think fit.
  - (10) To enter into arrangements for joint working in business, or for sharing of profits, or for amalgamation with any

other company, firm or person carrying on business within the objects of this Company.

- (11) To promote companies and to guarantee the payment of any securities issued by or any other obligation of any company promoted by the Company.
- (12) To sell the undertaking and all or any of the property of the Company for cash or for stock, shares or securities of any other company, or for other consideration.
- (13) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families and dependants of any such persons, and also to establish and subsidize or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (14) To subscribe to or otherwise aid benevolent, charitable, national or other institutions or objects of a public character, or which have any moral or other claims to support or aid by the Company by reason of the locality of its operations or otherwise.

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5.

divided 1  
Company t  
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subject t

\* NOTE: 1.

2.

3.



(15) To distribute in specie assets of the Company properly distributable amongst the members.

(M) To do all or any of the things hereinbefore authorised, either alone, or in conjunction with, or as factors, trustees, or agents for others, or by or through factors, trustees, or agents.

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

4. The liability of the members is limited.

5. The share capital of the Company is £20,000, divided into 20,000 shares of £1 each, with power for the Company to increase or reduce the said capital, and to issue any part of its capital, original or increased, with or without any preference, priority, or special privilege or subject to any postponement of rights, or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.\*

- \* NOTE: 1. By Ordinary Resolution passed on 26th July 1938, the capital was increased to £140,000 by the creation of 120,000 additional shares of £1 each ranking pari passu with the existing shares.
2. By Special Resolution passed on 12th December 1974, the capital was increased to £4,440,000 by the creation of 4,300,000 additional Ordinary Shares of £1 each. ✓
3. By Ordinary Resolution passed on 23rd July 1975 the capital was increased to £4,569,000 by the creation of 129,000 additional Ordinary Shares of £1 each. ✓

WE, the several persons whose names and addresses 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
<p>ALTON MAITLAND JONES, 50 Russell Avenue, Wood Green, N.17  Company Secretary</p> <p>ALFRED DOUGLAS WYKES, 67 Watling Street, E.C.4  Chartered Accountant</p>	<p>One</p> <p>One</p>

DATED the 30th day of May, 1922

WITNESS to the above Signatures:-

R.J. WHITE,  
5 Thavies Inn,  
Holborn Circus,  
London E.C.1  
Solicitor

THE COMPANIES ACTS 1948 TO 1967

---

COMPANY LIMITED BY SHARES

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NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 12th December 1974)

OF

FIRESTONE TYRE & RUBBER COMPANY LIMITED ✓

PRIVATE COMPANY ✓

1. The Company is a Private Company to which the Regulations in Part I and Part II of Table A in the First Schedule to the Companies Act, 1948, as amended by the Companies Act 1967, (which Table, as amended, is hereinafter referred to as "Table A") shall apply, save in so far as they are excluded or modified hereby. Regulations 3, 22, 24, 53, 62, 69, 75, 77, 87 to 97 inclusive, 107, 126, 130 and 136 in Part I and Regulations 1, 4 and 5 in Part II of Table A shall not apply to the Company, but the remaining Regulations in Part I and Part II of Table A, subject to the modifications hereinafter expressed, and the Articles hereinafter contained shall constitute the Regulations of the Company.

SHARES

2. At the date of adoption of these Articles the \* share capital of the Company is £4,440,000 divided into 4,440,000 Ordinary Shares of £1 each.

3. The shares in the original capital of the Company shall be at the disposal of the Directors, and they may allot, grant options over or otherwise dispose of the same to such persons (including any Directors), at such times and generally on such terms and conditions as they think proper, subject always to Regulation 2 in Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.

\* Note:

By Ordinary Resolution passed on 23rd July 1975 the capital was increased to £4,569,000 by the creation of 129,000 additional Ordinary Shares of £1 each. ✓

4. The following proviso shall be added at the end of Regulation 4 in Part I of Table A, namely: "Provided that if at any adjourned meeting of such holders a quorum as above defined is not present, those Members who are present in person or by proxy shall be a quorum".

5. Subject to the provisions of Section 58 of the Act, any Preference Share may be issued on the terms that it is, or at the option of the Company is to be liable to be redeemed on such terms and in such manner as the Company by Special Resolution may prescribe.

#### TRANSFER OF SHARES

6. The instrument of transfer of a share shall be signed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. Provided that in the case of a partly paid share the instrument of transfer must also be signed by or on behalf of the transferee.

#### GENERAL MEETINGS

7. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Act as to giving of information to Members in regard to their right to appoint proxies and Notices of, and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being.

8. In Regulation 52 in Part I of Table A the prefix "re-" shall be inserted before the word "appointment".

9. No business shall be transacted at any General Meeting unless a quorum is present. Two persons, being Members or proxies for Members, shall be a quorum for all purposes.

10. A poll may be demanded by any Member, present in person or by proxy and Regulation 58 in Part I of Table A shall be modified accordingly.

11. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the registered office of the Company or at such other place in the United Kingdom as is specified for that purpose in any instrument of proxy sent by the Company in relation to the meeting not less than forty-eight hours before the time for holding the

meeting or adjourned meeting at which the person named in the instrument proposes to vote or handed to the Chairman of the meeting or adjourned meeting, and, in default, the instrument of proxy shall not be treated as valid.

12. A resolution in writing signed by all the Members for the time being entitled to vote (or being corporations by their duly authorised representatives) shall be as effective for the purposes of these Articles as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members (or authorised representatives as aforesaid) but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution.

#### VOTES OF MEMBERS

13. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a Member, shall have one vote, and on a poll every Member who is present in person or by proxy shall have one vote for every £1 in nominal amount of shares or stock in the capital of the Company of which he is the holder.

#### DIRECTORS

14. The number of the Directors shall, unless and until otherwise determined by the Company by Ordinary Resolution, be not less than two or more than nine. The first Directors of the Company shall be appointed by the Subscribers of the Memorandum of Association in writing either with or without a meeting. Pending such appointment the Subscribers of the Memorandum of Association shall be deemed to be Directors.

15. Any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

16. A Director shall not require a share qualification but nevertheless shall be entitled

to attend and speak at any General Meeting of, or any separate meeting of the holders of any class of shares in the Company.

#### POWERS AND DUTIES OF DIRECTORS

17. The proviso in Regulation 79 in Part I of Table A shall be deleted.

18. A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted, and he may be counted in estimating a quorum when any such contract or arrangement is under consideration and Regulation 84 in Part I of Table A shall be modified accordingly.

19. A Director present at any meeting of the Directors or committee of the Directors shall not be required to sign his name in a book to be kept for that purpose and Regulation 86 in Part I of Table A shall be modified accordingly.

20. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and hold or have at any time held any salaried employment or office in the Company or such other company, and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent objects or for any exhibition, or for any public, general or useful object and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company, any Director who holds or has held any such employment or office shall be entitled to participate in and retain for his own

or emolument.

#### DISQUALIFICATION OF DIRECTORS

21. The office of a Director shall be vacated:

- (1) If (not being a Managing Director or Executive Director holding office as such for a fixed term) by notice in writing to the Company he resign the office of Director.
- (2) If he be absent from meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors, and his alternate Director (if any) shall not during such period have attended in his stead, and the Directors pass a resolution that he has by reason of such absence vacated office.
- (3) If he become bankrupt or make any arrangement or composition with his creditors generally.
- (4) If he cease to be a Director by virtue of, or be prohibited from being a Director by an order made under, any of the provisions of the Act.
- (5) If he become incapable by reason of mental disorder of discharging his duties as a Director.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

22. A Member or Members holding a majority in nominal value of the issued shares for the time being conferring the right to vote at General Meetings of the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors (provided that the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its Directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

#### ALTERNATE DIRECTORS

23. A Director may by writing under his hand appoint another Director or any other person to be his alternate but no such appointment of any person not being a Director shall be operative unless and until approved by resolution of the Directors or by a majority of the Directors for the time being.

Every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to have and exercise all the powers, rights, duties and authorities of the Director appointing him. Every such alternate shall also be entitled in the absence from the United Kingdom of the Director appointing him to sign on his behalf a resolution in writing of the Directors. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of an alternate shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between such alternate and the Director appointing him. A Director may by writing under his hand deposited at the registered office of the Company at any time revoke the appointment of an alternate appointed by him and (subject to such approval as aforesaid) appoint another person in his place. If a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine.

#### PROCEEDINGS OF DIRECTORS

24. The following words shall be added at the end of Regulation 98 in Part I of Table A, namely "A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director whom he represents and in addition to his own vote".

25. The following words shall be added at the end of Regulation 99 in Part I of Table A, namely: "For the purposes of this Regulation an alternate Director shall be counted in a quorum but so that not less than two individuals shall constitute a quorum".

26. The following words shall be added at the end of Regulation 106 in Part I of Table A, namely: "and may consist of several documents in the like form, each signed by one or more Directors".

#### MANAGING AND EXECUTIVE DIRECTORS

27. The Directors may from time to time appoint any one or more of their body to the office of Managing Director or Executive Director for such period and on such terms as they think fit. A Director so appointed shall subject to the terms of any contract between him and the Company be subject to the same provisions as to resignation and removal



as other Directors of the Company and if he shall vacate the office of Director he shall ipso facto and immediately cease to be a Managing Director or Executive Director.

28. In Regulations 108 and 109 in Part I of Table A the words "or Executive Director" shall be inserted immediately after the words "Managing Director".

#### ACCOUNTS

29. The Directors shall from time to time, in accordance with Sections 148, 150 and 157 of the Act and Sections 16 to 22 inclusive of the Companies Act 1967 cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

#### AUDIT

30. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 inclusive of the Act and Sections 13 and 14 of the Companies Act 1967.

#### NOTICES

31. In Regulation 131 in Part I of Table A the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be deleted therefrom.

#### INDEMNITY

32. Subject to the Act every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.

THE COMPANIES ACTS 1948 TO 1967  
COMPANY LIMITED BY SHARES

[COPY]

**ordinary resolution(s)**

of FIRESTONE TYRE & RUBBER

COMPANY

Limited

Passed the 24th day of March 1977

At an Extraordinary General Meeting of the above-named Company, duly convened  
and held at the Connaught Hotel, Carlos Place, London W.1.

on the 24th day of March 1977,

the following ORDINARY RESOLUTION(S) was/were duly passed:—

THAT the capital of the Company be increased  
to £6,500,000 by the creation of 1,931,000 new Ordinary  
Shares of £1 each.



J. C. Lord  
Director & Secretary

NOTES:

- (1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

**Jordan & Sons Limited**  
International Law Agents, Consultants and Publishers  
Jordan House, 47 Brunswick Place, London N1 6EE  
Telephone 01-253 3030 Telex 261010



182221

number of company

form No. 10

no filing fee payable

# THE COMPANIES ACTS 1948 TO 1967

Notice of  
**increase in nominal capital**  
pursuant to section 63 of the Companies Act 1948

name of company

FIRESTONE TYRE & RUBBER

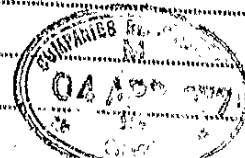
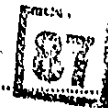
COMPANY

Limited

**Jordan & Sons Limited**  
International Law Agents, Consultants and Publishers  
Jordan House, 47 Brunswick Place, London N1 6EE  
Telephone 01-253 3030 Telex 261010

Presented by the Company

Presenter's Reference FMI/TD



**To the Registrar of Companies**

**FIRESTONE TYRE & RUBBER**

**COMPANY**

**Limited**

hereby gives you notice pursuant to Section 63 of the Companies Act 1948 that, by (1) Ordinary Resolution of the Company dated 24th March 1977, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 1,931,000 beyond the registered Capital of £ 4,569,000.

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal Amount of each Share
1,931,000	Ordinary	£1 each

The conditions (e.g., voting rights, dividend rights, winding up rights, etc.), subject to which the new Shares have been, or are to be, issued, are as follows:—

in accordance with New Articles of Association of the Company, adopted by Special Resolution passed on 12th December 1974.

— of the new Shares are Preference Shares, and are (2) [not] redeemable.

  
Director & Secretary

(Signature)

(State whether Director or Secretary)

Dated 28th March 1977

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

(2) Delete as appropriate.

182221

/133

number of company  
form No. 27

THE COMPANIES ACTS 1948 TO 1967  
COMPANY LIMITED BY SHARES

[COPY]

**ordinary resolution(s)**

of FIRESTONE TYRE & RUBBER COMPANY

Limited

Passed the 12th day of December 19 77

At an Extraordinary General Meeting of the above-named Company, duly convened  
and held at Great West Road, Brentford, Middlesex

on the 12th day of December 19 77

the following ORDINARY RESOLUTION(S) was/were duly passed:—

That the authorised share capital of the Company be  
increased to £8,750,000 by the creation of 2,250,000  
new Ordinary Shares of £1 each.



36 Lord  
DIRECTOR & SECRETARY

NOTES:

- (1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

**Jordan & Sons Limited**  
International Law Agents, Consultants and Publishers  
Jordan House, 47 Brunswick Place, London N1 6EE  
Telephone 01-253 3030 Telex 261010



## THE COMPANIES ACTS 1948 TO 1967

Notice of

**increase in nominal capital**

pursuant to section 63 of the Companies Act 1948

name of company

FIRESTONE TYRE &amp; RUBBER COMPANY

Limited

**Jordan & Sons Limited**

International Law Agents, Consultants and Publishers  
Jordan House, 47 Brunswick Place, London N1 6EE  
Telephone 01-253 3030 Telex 261010

Presented by THE COMPANY

Presenter's Reference FMH/DB



**To the Registrar of Companies**

**FIRESTONE TYRE & RUBBER COMPANY**

**Limited**

hereby gives you notice pursuant to Section 63 of the Companies Act 1948 that, by (1) Ordinary Resolution of the Company dated 12th December 1977, the nominal Capital of the Company has been increased by the addition thereto of the sum of £2,250,000 beyond the registered Capital of £6,500,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal Amount of each Share
2,250,000	Ordinary	£1-00 each

The conditions (*e.g.*, voting rights, dividend rights, winding up rights, etc.), subject to which the new Shares have been, or are to be, issued, are as follows:—

In accordance with New Articles of Association of the Company, adopted by Special Resolution passed on 12th December 1974.

— of the new Shares are Preference Shares, and are (2) [not] redeemable.

 (Signature)

DIRECTOR & SECRETARY (State whether Director or Secretary)

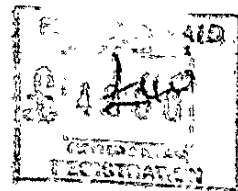
Dated 23rd December 1977

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

(2) Delete as appropriate.

Company Number 182221

158



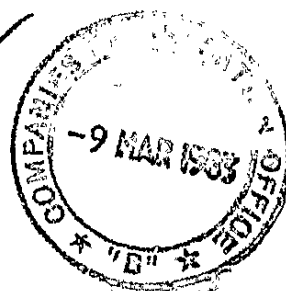
THE COMPANIES ACTS 1948 to 1981  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION

-of-

FIRESTONE TYRE & RUBBER COMPANY LIMITED

At an Extraordinary General Meeting of the Company held on the 2nd day of March 1983 the following resolution was passed as a Special Resolution of the Company

SPECIAL RESOLUTION



That subject to the consent of the Secretary of State being obtained the name of the Company be changed to

"WREXHAM TYRE COMPANY LIMITED"

Q. Worsley Hainey

Chairman of the Meeting

HOARE.

L40

053590





# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 182221 / 159

I hereby certify that

FIRESTONE TYRE & RUBBER COMPANY LIMITED

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

WREXHAM TYRE COMPANY LIMITED

Given under my hand at Cardiff the 21ST MARCH 1983

A handwritten signature in cursive script, appearing to read 'P. Walker'.

P. WALKER

Assistant Registrar of Companies

Number of } 182221  
Company } 165

# THE COMPANIES ACTS 1948 TO 1981

## MEMBERS' VOLUNTARY WINDING UP

### DECLARATION OF SOLVENCY embodying a Statement of Assets and Liabilities

Pursuant to Section 283 of the Companies Act 1948  
as amended by Section 105 of the Companies Act 1981

Insert the  
Name of the  
Company

WREXHAM TYRE COMPANY LIMITED

NOTE.—To be effective the Declaration of Solvency must be made within the five weeks immediately preceding the date of the passing of the resolution for winding up. This declaration must be delivered to the Registrar of Companies before the expiry of the period of 15 days immediately following the date on which the Resolution is passed, otherwise the company and every officer in default is liable to the fines referred to on the last page of this form.

Presented by

Presentor's Reference.....MJA/JMG/EP

ARTHUR YOUNG MCCLELLAND MOORES & CO

ROLLS HOUSE

7 ROLLS BUILDINGS

FETTER LANE,

LONDON EC4A 1NH

**oyez** The Solicitors' Law Stationery Society plc, Oyez House, 237 Long Lane, London SE1 4PU

Companies (W.U.) 16A



DECLARATION OF SOLVENCY

We, ...HECTOR W. Mackenzie.....  
...of 3, Kelso Place London W8 5QD JOHN ..... J  
Hines of 630 Avenue de la Republique 5900 Lille France  
.....  
.....  
.....

of.....  
.....  
.....

(a) "all the" being(").....all the.....Directors of.....Wrexham  
or "the major-ity of the" as  
the case may be. ....Tyre Company Limited.....

do solemnly and sincerely declare that we have made a full enquiry into the  
affairs of this company, and that, having so done, we have formed the opinion  
that this company will be able to pay its debts in full within a period of

(b) Insert a period of months not exceeding twelve. (").....Twelve.....months, from the commencement of the  
winding up, and we append a statement of the company's assets and liabilities  
as at .....29th September.....19..83..,

being the latest practicable date before the making of this declaration. And we  
make this solemn declaration, conscientiously believing the same to be true,  
and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at 6 Snow Hill.....Wrexham.....  
London EC1A 2AL.....  
the 29th day of September.....

One thousand nine hundred and  
eighty three  
.....  
.....

before me,

(c) or Notary  
Public or  
Justice of the  
Peace.

[Signature]  
.....  
(c) A Solicitor

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

Statement as at 29th September 1983  
 showing Assets at estimated realisable values and Liabilities expected to rank.

ASSETS AND LIABILITIES										Estimated to realise or to rank for payment (to nearest £)
ASSETS:—										£
Balance at Bank	..	..	..	..	..	..	..	..	..	
Cash in Hand	..	..	..	..	..	..	..	..	..	
Marketable Securities	..	..	..	..	..	..	..	..	..	
Bills Receivable	..	..	..	..	..	..	..	..	..	
Trade Debtors	..	..	..	..	..	..	..	..	..	
Loans and Advances	..	..	..	..	..	..	..	..	..	
Unpaid Calls	..	..	..	..	..	..	..	..	..	
Stock in Trade	..	..	..	..	..	..	..	..	..	
Work in Progress	..	..	..	..	..	..	..	..	..	
.....										
.....										
.....										
Freehold Property	..	..	..	..	..	..	..	..	..	895,000
Leasehold Property	..	..	..	..	..	..	..	..	..	
Plant and Machinery	..	..	..	..	..	..	..	..	..	
Furniture, Fittings, Utensils, etc.	..	..	..	..	..	..	..	..	..	
Patents, Trade Marks, etc.	..	..	..	..	..	..	..	..	..	
Investments other than marketable securities	..	..	..	..	..	..	..	..	..	
Other property, viz.:	..	..	..	..	..	..	..	..	..	
.....										
.....										
.....										
Estimated realisable value of Assets £										895,000
LIABILITIES:—										
Secured on specific assets, viz.:—										£
.....										
Secured by Floating Charge(s) ..	..	..	..	..	..	..	..	..	..	
Estimated Cost of Liquidation and other expenses including interest accruing until payment of debts in full	..	..	..	..	..	..	..	..	..	30,000
Unsecured Creditors (amounts estimated to rank for payment):—										£
Trade Accounts	..	..	..	..	..	..	..	..	..	
Bills Payable	..	..	..	..	..	..	..	..	..	
Accrued Expenses	..	..	..	..	..	..	..	..	..	
Other Liabilities:—										
.....										
.....										
Contingent Liabilities:—										
.....										
See remarks below	..	..	..	..	..	..	..	..	..	
.....										
Estimated Surplus after paying Debts in full	..	..	..	..	..	..	..	..	..	£ 865,000

Remarks: The Company may have contingent liabilities. However these are covered by an indemnity

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

No. of Company : 182221

1168

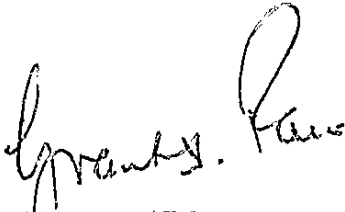
THE COMPANIES ACTS, 1948 TO 1981

EXTRAORDINARY RESOLUTION OF  
WREXHAM TYRE COMPANY LIMITED  
(In Members' Liquidation)

Passed September 30, 1983

At an extraordinary general meeting of the members of the above-named company duly convened and held at Rolls House, 7 Rolls Buildings, Fetter Lane, London, EC4A 1NH on September 30, 1983, the following extraordinary resolution was passed:

"THAT the liquidator be authorised to divide all or such part of the surplus assets of the company as he shall think fit in specie amongst the members of the company".

  
GRANT D. PAIN  
CHAIRMAN OF THE MEETING



No. of Company : 182221

1166

THE COMPANIES ACTS, 1948 TO 1981

667/5.001/CF

SPECIAL RESOLUTION OF

WREXHAM TYRE COMPANY LIMITED

Passed September 30, 1983

At an extraordinary general meeting of the members of the above-named company duly convened and held at Rolls House, 7 Rolls Buildings, Fetter Lane, London, EC4A 1NH on September 30, 1983, the following special resolution was passed:

"THAT the company be wound up voluntarily and that Michael John Arnold of Arthur Young McClelland Moores & Co., Rolls House, 7 Rolls Buildings, Fetter Lane, London, EC4A 1NH be and he is hereby appointed Liquidator for the purpose of such winding-up".

*Grant D. Pain*

GRANT D. PAIN  
CHAIRMAN OF THE MEETING



# THE COMPANIES ACTS 1948 TO 1976

## Members' voluntary winding up Notice of appointment of liquidator

Pursuant to section 305 of the Companies  
Act 1948

C68/S.OCT/CF

# 39c

Please do not write in this  
binding margin

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

\* delete if inappropriate

† delete as appropriate

To the Registrar of Companies

For official use

Company number

		1	6	7	

182221

Name of company

WREXHAM TYRE COMPANY

Limited \*

Nature of business

MOTOR VEHICLE TYRES

[I] ~~we~~† hereby give you notice that [I] ~~we~~† have been appointed liquidator(s) of the  
above named company

Name(s) of Liquidator(s)	Address(es)
MICHAEL JOHN ARNOLD	Rolls House,
	7 Rolls Buildings,
	Fetter Lane,
	London EC4A 1NH.

‡ State how appointed,  
whether by resolution of  
the company, or by the  
court, and adapt if  
necessary. See sections 237  
& 304 of the Companies  
Act 1948

The appointment as liquidator(s) was by ‡ the Members

§ To be signed by the  
liquidator or, if more than  
one, by each one

Signature(s) of Liquidator(s)	Date
<i>[Signature]</i>	September 30, 1983

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

Arthur Young McClelland  
Moore & Co.,  
Rolls House, 7 Rolls Bldgs.  
Fetter Lane,  
London EC4A 1NH.

For official use  
Liquidation section

Post room



Number of } 182221  
Company }

**No. 93** (Rules 197, 198 and 201)

**AFFIDAVIT VERIFYING STATEMENT OF  
LIQUIDATOR'S ACCOUNT**

UNDER SECTION 342  
of the Companies Act 1948

No registration  
fee charged

Insert the  
Name  
of the  
Company

WREXHAM TYRE COMPANY LIMITED

I, MICHAEL JOHN ARNOLD

of ROLLS HOUSE, 7, ROLLS BUILDINGS, FETTER LANE, LONDON. EC4A 1NH  
the Liquidator of the above-named Company, make oath and say:—

That ~~the account hereunto annexed, marked "B", contains a~~  
*Del* ~~full and true account of my Receipts and Payments in the winding up~~  
~~of the above-named Company,~~ from the 30th day of  
September 1983, to the 29th day of  
September 1984, inclusive, ~~and that~~ I have not, nor has  
*W* any other person by my order or for my use during such period, received  
or paid any moneys on account of the said Company, ~~other than and~~  
*W* ~~except the items mentioned and specified in the said Account.~~

I further say that the particulars given in the annexed Form 92,  
marked "B", with respect to the proceedings in and position of the  
liquidation, are true to the best of my knowledge and belief.

SWORN at  
Rolls House,  
7, Rolls Buildings,  
Fetter Lane,  
London.  
EC4A 1NH

*M. J. Arnold*  
M. J. ARNOLD

this 13th day of November 1984

Before me,

*D. D. Dillip*  
A Solicitor *empowered to administer oaths*  
(~~or Notary Public or Justice of the Peace~~)

\*Note.—If no Receipts or Payments, strike out the words in italics.

This Affidavit is not required in duplicate, but it must in every case be accompanied by a Statement on Form 92 in duplicate.





822

(No registration  
fee payable)Re WREXHAM TYRE COMPANY  
LIMITEDThis is the exhibit marked **B**  
referred to in the affidavit of**B**

MICHAEL JOHN ARNOLD

Sworn before me this 13<sup>th</sup>**No. 92**  
(Rules 197, 198 and 201)day of November 1984  
*Doshilly*

No. of Company 182221

A Commissioner for Oaths/Solicitor empowered to administer Oaths.

**Statement of Receipts and Payments and General Directions as to Statements**

Name of Company WREXHAM TYRE COMPANY LIMITED

Form and  
contents of  
Statement

(1) Every statement must contain a detailed account of all the liquidator's realizations and disbursements in respect of the Company. The statement of realizations should contain a record of all receipts derived from assets existing at the date of the winding-up resolution and subsequently realized, including balance in Bank, Book Debts and Calls Collected, Property Sold, &c., and the account of disbursements should contain all payments for costs and charges, or to creditors or contributories. Where property has been realized, the gross proceeds of sale must be entered under realizations, and the necessary payments incidental to sales must be entered as disbursements. These accounts should not contain payments into the Insolvency Services Account (except unclaimed dividends—see paragraph 5) or payments into or out of Bank, or temporary investments by the liquidator, or the proceeds of such investments when realized, which should be shown separately:—

(a) by means of the Bank Pass Book;

(b) by a separate detailed statement of moneys invested by the Liquidator, and investments realized.

Interest allowed or charged by the Bank, Bank commission, &c., and profit or loss upon the realization of temporary investments, should, however, be inserted in the accounts of realizations or disbursements, as the case may be. Each receipt and payment must be entered in the account in such a manner as sufficiently to explain its nature. The receipts and payments must severally be added up at the foot of each sheet, and the totals carried forward from one account to another without any intermediate balance, so that the gross totals shall represent the total amounts received and paid by the liquidator respectively.

Trading Account

Dividends, &amp;c

(2) When the liquidator carries on a business, a trading account must be forwarded as a distinct account, and the totals of receipts and payments on the trading account must alone be set out in the statement.

(3) When dividends or instalments of compositions are paid to creditors, or a return of surplus assets is made to contributories, the total amount of each dividend, or instalment of composition, or return to contributories, actually paid, must be entered in the statement of disbursements as one sum; and the liquidator must forward separate accounts showing in lists the amount of the claim of each creditor and the amount of dividend or composition payable to each creditor, and of surplus assets payable to each contributory, distinguishing in each list the dividends or instalments of composition and shares of surplus assets actually paid, and those remaining unclaimed.

(4) When unclaimed dividends, instalments of compositions or returns of surplus assets are paid into the Insolvency Services Account, the total amount so paid in should be entered in the statement of disbursements as one sum.

(5) Credit should not be taken in the statement of disbursements for any amount in respect of liquidator's remuneration unless it has been duly allowed by resolution of the Committee of Inspection or of the Creditors or of the Company in general meeting, or by order of Court, as the case may require.

**LIQUIDATOR'S STATEMENT OF ACCOUNT**

pursuant to Section 342 of the Companies Act, 1948.

Name of Company WREXHAM TYRE COMPANY LIMITED

Nature of proceedings (whether a members'  
or creditors' voluntary winding-up, or a  
winding-up under the supervision of the  
Court)

MEMBERS' VOLUNTARY LIQUIDATION

Date of commencement of winding-up September 30, 1983

Date to which Statement is brought down September 29, 1984

Name and Address of Liquidator M.J. ARNOLD, Rolls House, 7, Rolls  
London, EC4A 1NH

This Statement is required in duplicate.

## REALIZATIONS

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

pursuant to S. 342 of the Companies Act, 1948.

## DISBURSEMENTS

[illegible]

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

shown on this Account, but only the total Realizations and Disbursements, which should [Turn Over

## ANALYSIS OF BALANCE

Total Realizations	..	..	..	..	..	..	..	£	NIL	p
Disbursements	..	..	..	..	..	..	..	NIL	.	
Balance								NIL	.	
The Balance is made up as follows:—								NIL	.	
1. Cash in hands of Liquidator	..	..	..	..	..	£	p			
2. Total payments into Bank, including balance at date of commencement of winding-up (as per Bank Book)						NIL	.			
Total withdrawals from Bank	..	..	..	..	..	NIL	.			
Balance at Bank										
3. Amount in Insolvency Services Account						£	p		NIL	.
*4. Amounts invested by Liquidator	..	..	..	..	..	NIL	.			
Less Amounts realized from same	..	..	..	..	..	NIL	.			
Balance									NIL	.
Total Balance as shown above								£	NIL	.

[NOTE.—Full details of Stocks purchased for investment and realization thereof should be given in a separate statement.]

\* The investment or deposit of money by the Liquidator does not withdraw it from the operation of sec. 343 of the Companies Act, 1948, and any such investments representing money held for six months or upwards must be realized and paid into the Insolvency Services Account, except in the case of investments in Government Securities, the transfer of which to the control of the Department of Trade will be accepted as a sufficient compliance with the terms of the Section.

### NOTE.—The Liquidator should also state—

- (1.) The amount of the estimated assets and liabilities at the date of the commencement of the winding up .....
- |   |    |           |
|---|----|-----------|
| Assets (after deducting amounts charged to secured creditors and debenture holders) | .. | £ 865,000 |
| Liabilities   | .. | £ 30,000  |
| Secured Creditors   | .. | £ NIL     |
| Debenture Holders   | .. | £ NIL     |
| Unsecured Creditors   | .. | £ NIL     |
- (2.) The total amount of the capital paid up at the date of the commencement of the winding-up.....
- |   |    |             |
|---|----|-------------|
| Paid up in cash                           | .. | £ 8,474,156 |
| Issued as paid up otherwise than for cash | .. | £ NIL       |
- (3.) The general description and estimated value of outstanding assets (if any) .....
- NONE
- (4.) The causes which delay the termination of the winding-up .....
- AGREEMENT OF TAXATION LIABILITIES
- (5.) The Period within which the winding-up may probably be completed .....
- TWELVE MONTHS

Number of  
Company } .....182221.....

170.

**No. 93** (Rules 197, 198 and 201)

# AFFIDAVIT VERIFYING STATEMENT OF LIQUIDATOR'S ACCOUNT

UNDER SECTION 342  
of the Companies Act 1948

No registration  
fee charged

Insert the  
Name  
of the  
Company

WREXHAM TYRE COMPANY LIMITED

I, MICHAEL JOHN ARNOLD  
of ROLLS HOUSE, 7 ROLLS BUILDINGS, FETTER LANE, LONDON EC4A 1NH  
the Liquidator of the above-named Company, make oath and say:—

That ~~the above-named Company~~ Wrexham Tyre Company Limited  
~~has given me a full and true account of my receipts and payments in the winding up~~  
~~of the above-named Company~~ from the 30th day of  
September 1984, to the 29th day of  
March 1985, inclusive, and that I have not, nor has  
any other person by my order or for my use during such period, received  
or paid any moneys on account of the said Company, except the moneys mentioned and specified in the said Account.

I further say that the particulars given in the annexed Form 92,  
marked "B", with respect to the proceedings in and position of the  
liquidation, are true to the best of my knowledge and belief.

SWORN at  
Rolls House,  
7 Rolls Buildings,  
Fetter Lane,  
London  
EC4A 1NH

M. J. ARNOLD

this 10th day of July 1985

Before me,

Des Batty  
A Solicitor ~~empanelled to administer oaths~~  
(or Notary Public or Justice of the Peace)



\*Note.—If no Receipts or Payments, strike out the words in italics.

This Affidavit is *not* required in duplicate, but it must in every case be accompanied by a Statement on Form 92 in duplicate.

B

This is the exhibit marked B  
referred to in the affidavit of

MICHAEL JOHN ARNOLD

No. 92

(Rules 197, 198 and 201)

Sworn before me this 10th  
day of July 1985

No. of Company 182221.

A Commissioner for Oaths/Solicitor empowered to administer Oaths.

## Statement of Receipts and Payments and General Directions as to Statements

Name of Company WREXHAM TYRE COMPANY LIMITED

(1) Every statement must contain a detailed account of all the liquidator's realizations and disbursements in respect of the Company. The statement of realizations should contain a record of all receipts derived from assets existing at the date of the winding-up resolution and subsequently realized, including balance in Bank, Book Debts and Calls Collected, Property Sold, Etc., and the account of disbursements should contain all payments for costs and charges, or to creditors or contributories. Where property has been realized, the gross proceeds of sale must be entered under realizations, and the necessary payments incidental to sales must be entered as disbursements. These accounts should not contain payments into the Insolvency Services Account (except unclaimed dividends—see paragraph 5) or payments into or out of Bank, or temporary investments by the liquidator, or the proceeds of such investments when realized, which should be shown separately:—

Form and  
contents of  
Statement

(a) by means of the Bank Pass Book;

(b) by a separate detailed statement of moneys invested by the Liquidator, and investments realized.

Interest allowed or charged by the Bank, Bank commission, Etc., and profit or loss upon the realization of temporary investments, should, however, be inserted in the accounts of realizations or disbursements, as the case may be. Each receipt and payment must be entered in the account in such a manner as sufficiently to explain its nature. The receipts and payments must severally be added up at the foot of each sheet, and the totals carried forward from one account to another without any intermediate balance, so that the gross totals shall represent the total amounts received and paid by the liquidator respectively.

(2) When the liquidator carries on a business, a trading account must be forwarded as a distinct account, and the totals of receipts and payments on the trading account must alone be set out in the statement.

Trading Account

(3) When dividends or instalments of compositions are paid to creditors, or a return of surplus assets is made to contributories, the total amount of each dividend, or instalment of composition, or return to contributories, actually paid, must be entered in the statement of disbursements as one sum; and the liquidator must forward separate accounts showing in lists the amount of the claim of each creditor and the amount of dividend or composition payable to each creditor, and of surplus assets payable to each contributory, distinguishing in each list the dividends or instalments of composition and shares of surplus assets actually paid, and those remaining unclaimed.

Dividends, Etc

(4) When unclaimed dividends, instalments of compositions or returns of surplus assets are paid into the Insolvency Services Account, the total amount so paid in the statement of disbursements as one sum.

(5) Credit should not be taken in the statement of disbursements for any amount in respect of liquidator's remuneration unless it has been duly allowed by resolution of the Committee of Inspection or of the Creditors or of the Company in general meeting, or by order of Court, as the case may require.

## LIQUIDATOR'S STATEMENT OF ACCOUNT

pursuant to Section 342 of the Companies Act, 1948.

Name of Company WREXHAM TYRE COMPANY LIMITED

Nature of proceedings (whether a members'  
or creditors' voluntary winding-up, or a  
winding-up under the supervision of the  
Court)

MEMBERS' VOLUNTARY LIQUIDATION

Date of commencement of winding-up September 30, 1983

Date to which Statement is brought down March 29, 1985

Name and Address of Liquidator M. J. ARNOLD, Rolls House, 7 Rolls Buildings,  
Fetter Lane, London EC4A 1NH

This Statement is required in duplicate.



## REALIZATIONS

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

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

## Date \_\_\_\_\_

### Nature of Disbursements

Amount

£

p

**Brought forward**

1999

Carried forward

...NIL.

\*Note.—No balance should be shown on this Account, but only the total Realizations and Disbursements, which should be carried over to the next Account. [Turn Over



## ANALYSIS OF BALANCE

Total Realizations	..	..	..	..	..	..	..	£	p
Disbursements	..	..	..	..	..	..	..	NIL	.
								NIL	.
							Balance ..	NIL	.
								NIL	.
The Balance is made up as follows:—									
1. Cash in hands of Liquidator	..	..	..	..	..	£	..	p	.
2. Total payments into Bank, including balance at date of commencement of winding-up (as per Bank Book)						NIL			.
Total withdrawals from Bank	..	..	..	..	..	NIL			.
							Balance at Bank		.
3. Amount in Insolvency Services Account	..	..	..	..	..	£	..	p	NIL .
*4. Amounts invested by Liquidator	..	..	..	..	..	NIL			.
Less Amounts realized from same	..	..	..	..	..	NIL			.
							Balance		NIL .
							Total Balance as shown above	£	NIL .

[NOTE.—Full details of Stocks purchased for investment and realization thereof should be given in a separate statement.]

\* The investment or deposit of money by the Liquidator does not withdraw it from the operation of sec. 343 of the Companies Act, 1948, and any such investments representing money held for six months or upwards must be realized and paid into the Insolvency Services Account, except in the case of investments in Government Securities, the transfer of which to the control of the Department of Trade will be accepted as a sufficient compliance with the terms of the Section.

### NOTE.—The Liquidator should also state—

- (1.) The amount of the estimated assets and liabilities at the date of the commencement of the winding up .. {
- |   |    |           |
|---|----|-----------|
| Assets (after deducting amounts charged to secured creditors and debenture holders) | .. | £ 865,000 |
| Liabilities {   |    |           |
| Secured Creditors   | .. | £ 30,000  |
| Debenture Holders   | .. | £ NIL     |
| Unsecured Creditors   | .. | £ NIL     |
- (2.) The total amount of the capital paid up at the date of the commencement of the winding-up .. {
- |   |    |             |
|---|----|-------------|
| Paid up in cash                           | .. | £ 8,474,156 |
| Issued as paid up otherwise than for cash | .. | £ NIL       |
- (3.) The general description and estimated value of outstanding assets (if any) .. {
- NONE
- (4.) The causes which delay the termination of the winding-up .. {
- AGREEMENT OF TAXATION LIABILITIES
- (5.) The Period within which the winding-up may probably be completed .. {
- TWELVE MONTHS

**AFFIDAVIT VERIFYING STATEMENT OF  
LIQUIDATOR'S ACCOUNT  
UNDER SECTION 641**

(a) Insert Name  
of Company

(No registration fee charged)

No. of Company: 182221

(a) WREXHAM TYRE COMPANY LIMITED

I, MICHAEL JOHN ARNOLD

of Rolls House, 7, Rolls Buildings, Fetter Lane, London, EC4A 1NH

the liquidator of the above-named Company, make oath and say:

(b) If no receipts or  
payments, delete the  
words in square brackets

That (b) ~~the account hereunto annexed marked "B" contains a full and~~  
~~true account of my receipts and payments in the winding-up of the above~~  
~~named Company~~ from the 30th day of March 1985,  
to the 29th day of September 1985, inclusive (b) ~~and~~  
~~that~~ I have not, nor has any other person by my order or for my use during  
such period, received or paid any moneys on account of the said Company  
(b) ~~for other than and except the items mentioned and specified in the said~~  
~~account~~

I further say that the particulars given in the annexed Form 92, marked  
"B" with respect to the proceedings in and position of the liquidation, are true  
to the best of my knowledge and belief

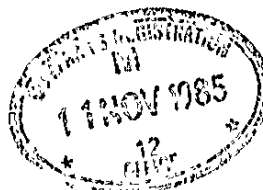
NOTE:-  
This Affidavit is NOT  
required in duplicate,  
but it must in every  
case be accompanied  
by a statement on  
Form No. 92 in  
duplicate

SWORN AT  
Rolls House, 7, Rolls Buildings, Fetter Lane  
London EC4A 1NH  
this 7th day of November 1985,

M.J. Arnold

Before me,

A Solicitor (or Notary Public or Justice of the Peace)  
empowered to administer oaths



(No Registration  
fee payable)

No. of Company

182221

Re: WREXHAM TYRE COMPANY LIMITED

This is the Exhibit marked 'B' referred to in the  
Affidavit of Michael John Arnold  
sworn before me this 7th day of November

*[Signature]*  
A Solicitor.

1985

## STATEMENT OF RECEIPTS AND PAYMENTS AND GENERAL DIRECTIONS AS TO STATEMENTS

WREXHAM TYRE COMPANY LIMITED

(a) Insert name  
of Company

(a)

FORM AND  
CONTENTS OF  
STATEMENT

1. Every statement must contain a detailed account of all the liquidator's realizations and disbursements in respect of the company. The statement of realizations should contain a record of all receipts derived from assets existing at the date of the winding-up resolution and subsequently realized, including balance in bank, book debts and calls collected, property sold etc., and the account of disbursements should contain all payments for costs and charges, or to creditors or contributories. Where property has been realized, the gross proceeds of sale must be entered under realizations, and the necessary payments incidental to sales must be entered as disbursements. These accounts should not contain payments into the Insolvency Services Account (except unclaimed dividends - see para 4) or payments into or out of bank or temporary investments by the liquidator, or the proceeds of such investments when realized, which should be shown separately :-

(a) by means of the bank pass book;

(b) by a separate detailed statement of moneys invested by the liquidator, and investments realized.

Interest allowed or charged by the bank, bank commission etc., and profit or loss upon the realization of temporary investments should, however, be inserted in the accounts of realizations or disbursements, as the case may be. Each receipt and payment must be entered in the account in such a manner as sufficiently to explain its nature. The receipts and payments must severally be added up at the foot of each sheet and the totals carried forward from one account to another without any intermediate balance, so that the gross totals shall represent the total amounts received and paid by the liquidator respectively.

TRADING  
ACCOUNT

2. When the liquidator carries on a business, a trading account must be forwarded as a distinct account, and the totals of receipts and payments or the trading account must alone be set out in the statement.

DIVIDENDS ETC.

3. When dividends or instalments of compositions are paid to creditors, or a return of surplus assets is made to contributories the total amount of each dividend, or instalment of composition, or return to contributories, actually paid, must be entered in the statement of disbursements as one sum; and the liquidator must forward separate accounts showing in lists the amount of the claim of each creditor, and the amount of dividend or composition payable to each creditor, and of surplus assets payable to each contributory, distinguishing in each list the dividends or instalments of composition and shares of surplus assets actually paid and those remaining unclaimed.

4. When unclaimed dividends, instalments of composition or returns of surplus assets are paid into the Insolvency Services Account, the total amount so paid in should be entered in the statement of disbursements as one sum.

THIS  
STATEMENT IS  
REQUIRED IN  
DUPLICATE

5. Credit should not be taken in the statement of disbursements for any amount in respect of liquidator's remuneration unless it has been duly allowed by resolution of the Committee of Inspection or of the creditors of the company in general meeting, or by order of the Court as the case may require.

### LIQUIDATOR'S STATEMENT OF ACCOUNT Pursuant to Section 641 of the Companies Act 1985

Name of Company

WREXHAM TYRE COMPANY LIMITED

Nature of proceedings (b)

MEMBERS' VOLUNTARY LIQUIDATION

(b) Whether a  
members' or creditors'  
voluntary winding up  
or a winding up under  
the supervision of the  
Court

Date of commencement of winding-up

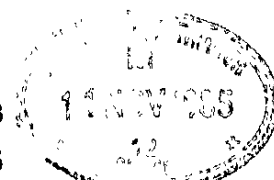
September 30, 1983

Date to which statement is brought down

September 29, 1985

Name and address of liquidator

M.J. Arnold, Rolls House, 7, Rolls Buildings  
Fetter Lane, London, EC4A 1NH



## LIQUIDATOR'S STATEMENT OF ACCOUNT

REALIZATIONS			
DATE	OF WHOM RECEIVED	NATURE OF ASSETS REALIZED	AMOUNT
1985		Brought Forward .....	£ Nil
		Carried forward .....	Nil

DO NOT WRITE IN THIS MARGIN WHICH IS RESERVED FOR BINDING

NOTE:- No balance should be shown on this Account, but only the total

**PURSUANT TO SECTION 641 OF THE COMPANIES ACT 1985**

[illegible]

Realizations and Disbursements, which should be carried forward to the next Account

DO NOT WRITE IN THIS MARGIN WHICH IS RESERVED FOR BINDING

DO NOT WRITE IN THIS MARGIN WHICH IS RESERVED FOR BINDING

# ANALYSIS OF BALANCE

TOTAL REALIZATIONS .....	£	Nil
„ DISBURSEMENTS .....	£	Nil
BALANCE .....	£	Nil
The Balance is made up as follows :		
1. Cash in hands of liquidator .....	£	Nil
2. Total payments into Bank, including balance at date of commencement of winding up (as per Bank Book) .....	£	Nil
Total withdrawals from Bank .....	£	Nil
Balance at Bank .....	£	Nil
3. Amount in Insolvency Services Account .....	£	Nil
* 4. Amounts invested by liquidator .....	£	Nil
Less Amounts realised from some .....	£	Nil
Balance	£	Nil
Total Balance as shown above	£	Nil

[NOTE :- Full details of Stocks purchased for investment and realization thereof should be given in a separate statement]

\* The investment or deposit of money by the liquidator does not withdraw it from the operation of Section 642 of the Companies Act 1985 and any such investments representing money held for six months or upwards must be realised and paid into the Insolvency Services Account except in the case of investments in Government securities, the transfer of which to the control of the Department of Trade and Industry will be accepted as a sufficient compliance with the terms of the section.

NOTE :- The Liquidator should also state :-

(1) The amount of the estimated assets and liabilities at the date of the commencement of the winding up	Assets (after deducting amounts charged to secured creditors and debenture holders) .....£ 865,000
	Liabilities { Secured creditors .....£ 30,000
	Debenture holders ...£ Nil
	Unsecured creditors .£ Nil
(2) The total amount of the capital paid up at the date of the commencement of the winding up	Paid up in cash .....£ 8,474,156
	Issued as paid up otherwise than in cash .....£ Nil
(3) The general description and estimated value of outstanding assets (if any)	NONE
(4) The causes which delay the termination of the winding-up	AGREEMENT OF TAXATION LIABILITY
(5) The period within which the winding-up may probably be completed	TWELVE MONTHS

**AFFIDAVIT VERIFYING STATEMENT OF  
LIQUIDATOR'S ACCOUNT  
UNDER SECTION 641**

(a) Insert Name  
of Company

(No registration fee charged)

No. of Company: 182221 / 172

(a) WREXHAM TYRE COMPANY LIMITED

I, MICHAEL JOHN ARNOLD

of Rolls House, 7 Rolls Buildings, Fetter Lane, London EC4A 1NH

the liquidator of the above-named Company, make oath and say :

(b) If no receipts or  
payments, delete the  
words in square brackets

That ~~(b) [the account hereunto annexed marked "B", contains a full and~~  
*DP* ~~true account of my receipts and payments in the winding-up of the above-~~  
~~named Company]~~ from the 30th day of September 1985,  
to the 29th day of March 1986, inclusive (b) [and  
*DP* ~~that] I have not, nor has any other person by my order or for my use during~~  
such period, received or paid any moneys on account of the said Company  
*DP* ~~(b) [other than and except the items mentioned and specified in the said~~  
~~account]~~

I further say that the particulars given in the annexed Form 92, marked  
"B" with respect to the proceedings in and position of the liquidation, are true  
to the best of my knowledge and belief

NOTE :-  
This Affidavit is NOT  
required in duplicate,  
but it must in every  
case be accompanied  
by a statement on  
Form No. 92 in  
duplicate

SWORN AT Rolls House, 7 Rolls Buildings,  
Fetter Lane, London EC4A 1NH  
this 25th day of June 1986,

*M.J. Arnold*  
M.J. Arnold

Before me, *De R...*

A Solicitor (or Notary Public or Justice of the Peace)  
empowered to administer oaths



(No Registration  
fee payable)

No. of Company 182221

Re: WREXHAM TYRE COMPANY LIMITED

This is the Exhibit marked 'B' referred to in the  
Affidavit of Michael John Arnold  
sworn before me this 25<sup>th</sup> day of June

1986

A Solicitor.

## STATEMENT OF RECEIPTS AND PAYMENTS AND GENERAL DIRECTIONS AS TO STATEMENTS

(a) Insert name  
of Company

(a) WREXHAM TYRE COMPANY LIMITED

FORM AND  
CONTENTS OF  
STATEMENT

1. Every statement must contain a detailed account of all the liquidator's realizations and disbursements in respect of the company. The statement of realizations should contain a record of all receipts derived from assets existing at the date of the winding-up resolution and subsequently realized, including balance in bank, book debts and calls collected, property sold etc., and the account of disbursements should contain all payments for costs and charges, or to creditors or contributories. Where property has been realized, the gross proceeds of sale must be entered under realizations, and the necessary payments incidental to sales must be entered as disbursements. These accounts should not contain payments into the Insolvency Services Account (except unclaimed dividends - see para 4) or payments into or out of bank or temporary investments by the liquidator, or the proceeds of such investments when realized, which should be shown separately :-

- (a) by means of the bank pass book;
- (b) by a separate detailed statement of moneys invested by the liquidator, and investments realized.

Interest allowed or charged by the bank, bank commission etc., and profit or loss upon the realization of temporary investments should, however, be inserted in the accounts of realizations or disbursements, as the case may be. Each receipt and payment must be entered in the account in such a manner as sufficiently to explain its nature. The receipts and payments must severally be added up at the foot of each sheet and the totals carried forward from one account to another without any intermediate balance, so that the gross totals shall represent the total amounts received and paid by the liquidator respectively.

TRADING  
ACCOUNT

2. When the liquidator carries on a business, a trading account must be forwarded as a distinct account, and the totals of receipts and payments or the trading account must alone be set out in the statement.

DIVIDENDS ETC.

3. When dividends or instalments of compositions are paid to creditors, or a return of surplus assets is made to contributories the total amount of each dividend, or instalment of composition, or return to contributories, actually paid, must be entered in the statement of disbursements as one sum; and the liquidator must forward separate accounts showing in lists the amount of the claim of each creditor, and the amount of dividend or composition payable to each creditor, and of surplus assets payable to each contributory, distinguishing in each list the dividends or instalments of composition and shares of surplus assets actually paid and those remaining unclaimed.

4. When unclaimed dividends, instalments of composition or returns of surplus assets are paid into the Insolvency Services Account, the total amount so paid in should be entered in the statement of disbursements as one sum.

THIS  
STATEMENT IS  
REQUIRED IN  
DUPLICATE

5. Credit should not be taken in the statement of disbursements for any amount in respect of liquidator's remuneration unless it has been duly allowed by resolution of the Committee of Inspection or of the creditors of the company in general meeting, or by order of the Court as the case may require.

### LIQUIDATOR'S STATEMENT OF ACCOUNT Pursuant to Section 641 of the Companies Act 1985

Name of Company WREXHAM TYRE COMPANY LIMITED

Nature of proceedings (b) MEMBERS' VOLUNTARY LIQUIDATION

Date of commencement of winding-up September 30, 1983

Date to which statement is brought down March 29, 1986

Name and address of liquidator M.J. Arnold, Rolls House, 7 Rolls Buildings,  
Fetter Lane, London EC4A 1NH

(b) Whether a  
members' or creditors'  
voluntary winding up  
or a winding up under  
the supervision of the  
Court





## LIQUIDATOR'S STATEMENT OF ACCOUNT

[illegible]

DO NOT WRITE IN THIS MARGIN WHICH IS RESERVED FOR BINDING

**NOTE:-** No balance should be shown on this Account, but only the total

**PURSUANT TO SECTION 641 OF THE COMPANIES ACT 1985**

DISBURSEMENTS			
DATE	TO WHOM PAID	NATURE OF DISBURSEMENTS	AMOUNT
<u>1985</u>		Brought Forward .....	£ Nil
		Carried forward .....	Nil

DO NOT WRITE IN THIS MARGIN WHICH IS RESERVED FOR BINDING

Realizations and Disbursements, which should be carried forward to the next Account

# ANALYSIS OF BALANCE

TOTAL REALIZATIONS .....	£	Nil
„ DISBURSEMENTS .....		Nil
BALANCE .....		Nil
The Balance is made up as follows :		
1. Cash in hands of liquidator .....		Nil
2. Total payments into Bank, including balance at date of commencement of winding up (as per Bank Book) .....	£	
Total withdrawals from Bank .....	Nil	
Balance at Bank .....	Nil	
3. Amount in Insolvency Services Account .....		Nil
* 4. Amounts invested by liquidator .....	£	
Less Amounts realised from some .....	Nil	
Balance		Nil
Total Balance as shown above	£	Nil

[NOTE :- Full details of Stocks purchased for investment and realization thereof should be given in a separate statement]

\* The investment or deposit of money by the liquidator does not withdraw it from the operation of Section 642 of the Companies Act 1985 and any such investments representing money held for six months or upwards must be realised and paid into the Insolvency Services Account except in the case of investments in Government securities, the transfer of which to the control of the Department of Trade and Industry will be accepted as a sufficient compliance with the terms of the section.

NOTE :- The Liquidator should also state :-

(1) The amount of the estimated assets and liabilities at the date of the commencement of the winding up	Assets (after deducting amounts charged to secured creditors and debenture holders) .....£ 865,000
	Liabilities { Secured creditors .....£ 30,000
	Debenture holders ...£ Nil
	Unsecured creditors .£ Nil

(2) The total amount of the capital paid up at the date of the commencement of the winding up	Paid up in cash .....£ 8,474,156
	Issued as paid up otherwise than in cash .....£ Nil

(3) The general description and estimated value of outstanding assets (if any)	NONE
--	------

(4) The causes which delay the termination of the winding-up	AGREEMENT OF TAXATION LIABILITY
--	---------------------------------

(5) The period within which the winding-up may probably be completed	SIX MONTHS
--	------------

No. of Company: 182221

COMPANIES ACT, 1985

EXTRAORDINARY RESOLUTION OF

WREXHAM TYRE CO. LIMITED (IN MEMBERS' LIQUIDATION)

Passed October 6, 1986

At the final general meeting of the members of the above named company duly convened and held at Rolls House, 7 Rolls Buildings, Fetter Lane, London EC4A 1NH on October 6, 1986 the following extraordinary resolution was passed:

"THAT the Liquidator shall retain for a period of three years those accounting records required by the Companies Act 1985 to be retained; that he shall be authorised then to destroy such records; and that all other books and papers of the company and of the Liquidator may be destroyed immediately."

M.J. Arnold  
Liquidator



# AFFIDAVIT VERIFYING STATEMENT OF LIQUIDATOR'S ACCOUNT

UNDER SECTION 641

(a) Insert Name  
of Company

(No registration fee charged)

No. of Company; 182221

(a) WREXHAM TYRE COMPANY LIMITED

I, MICHAEL JOHN ARNOLD

Of Rolls House, 7 Rolls Buildings, Fetter Lane, London EC4A 1NH

the liquidator of the above-named Company, make oath and say:

(b) If no receipts or  
payments, delete the  
words in square brackets

That ~~(b) [the account hereunto annexed marked "B", contains a full and~~  
true account of my receipts and payments in the winding-up of the above-  
named Company] from the 30th day of March 19 86,  
to the 29th day of September 19 86, inclusive (b) [and  
that] I have not, nor has any other person by my order or for my use during  
such period, received or paid any moneys on account of the said Company  
(b) [other than and except the items mentioned and specified in the said  
account]

I further say that the particulars given in the annexed Form 92, marked  
"B" with respect to the proceedings in and position of the liquidation, are true  
to the best of my knowledge and belief

NOTE:-  
This Affidavit is NOT  
required in duplicate,  
but it must in every  
case be accompanied  
by a statement on  
Form No. 92 in  
duplicate

SWORN AT Rolls House, 7 Rolls Buildings,  
Fetter Lane, London EC4A 1NH  
this 20th day of October 1986,

M.J. Arnold

Before me,

A Solicitor (or Notary Public or Justice of the Peace)  
empowered to administer oaths



Liquidator's  
Statement of receipts  
and payments and  
general directions as  
to statements  
(C.W.U. No. 92;  
Rules 197, 198  
and 201)

(No Registration  
fee payable)

No. of Company 182221

Re: WREXHAM TYRE COMPANY LIMITED

This is the Exhibit marked 'B' referred to in the  
Affidavit of Michael John Arnold  
sworn before me this 20th day of October

1986

A Solicitor.

## STATEMENT OF RECEIPTS AND PAYMENTS AND GENERAL DIRECTIONS AS TO STATEMENTS

(a) Insert name  
of Company

(a) WREXHAM TYRE COMPANY LIMITED

FORM AND  
CONTENTS OF  
STATEMENT

1. Every statement must contain a detailed account of all the liquidator's realizations and disbursements in respect of the company. The statement of realizations should contain a record of all receipts derived from assets existing at the date of the winding-up resolution and subsequently realized, including balance in bank, book debts and calls collected, property sold etc., and the account of disbursements should contain all payments for costs and charges, or to creditors or contributories. Where property has been realized, the gross proceeds of sale must be entered under realizations, and the necessary payments incidental to sales must be entered as disbursements. These accounts should not contain payments into the Insolvency Services Account (except unclaimed dividends - see para 4) or payments into or out of bank or temporary investments by the liquidator, or the proceeds of such investments when realized, which should be shown separately :-

(a) by means of the bank pass book;

(b) by a separate detailed statement of moneys invested by the liquidator, and investments realized.

Interest allowed or charged by the bank, bank commission etc., and profit or loss upon the realization of temporary investments should, however, be inserted in the accounts of realizations or disbursements, as the case may be. Each receipt and payment must be entered in the account in such a manner as sufficiently to explain its nature. The receipts and payments must severally be added up at the foot of each sheet and the totals carried forward from one account to another without any intermediate balance, so that the gross totals shall represent the total amounts received and paid by the liquidator respectively.

TRADING  
ACCOUNT

2. When the liquidator carries on a business, a trading account must be forwarded as a distinct account, and the totals of receipts and payments or the trading account must alone be set out in the statement.

DIVIDENDS ETC.

3. When dividends or instalments of compositions are paid to creditors, or a return of surplus assets is made to contributories the total amount of each dividend, or instalment of composition, or return to contributories, actually paid, must be entered in the statement of disbursements as one sum; and the liquidator must forward separate accounts showing in lists the amount of the claim of each creditor, and the amount of dividend or composition payable to each creditor, and of surplus assets payable to each contributory, distinguishing in each list the dividends or instalments of composition and shares of surplus assets actually paid and those remaining unclaimed.

4. When unclaimed dividends, instalments of composition or returns of surplus assets are paid into the Insolvency Services Account, the total amount so paid in should be entered in the statement of disbursements as one sum.

THIS  
STATEMENT IS  
REQUIRED IN  
DUPLICATE

5. Credit should not be taken in the statement of disbursements for any amount in respect of liquidator's remuneration unless it has been duly allowed by resolution of the Committee of Inspection or of the creditors of the company in general meeting, or by order of the Court as the case may require.

### LIQUIDATOR'S STATEMENT OF ACCOUNT Pursuant to Section 641 of the Companies Act 1985

Name of Company

WREXHAM TYRE COMPANY LIMITED

Nature of proceedings (b)

MEMBERS' VOLUNTARY LIQUIDATION

Date of commencement of winding-up September 30, 1983

Date to which statement is brought down September 29, 1986

Name and address of liquidator M.J. Arnold, Rolls House, 7 Rolls Buildings,  
Fetter Lane, London EC4A 1NH

(b) Whether a  
members' or creditors'  
voluntary winding up  
or a winding up under  
the supervision of the  
Court



## LIQUIDATOR'S STATEMENT OF ACCOUNT

[illegible]

**NOTE:-** No balance should be shown on this Account, but only the total

DO NOT WRITE IN THIS MARGIN WHICH IS RESERVED FOR BINDING

**PURSUANT TO SECTION 641 OF THE COMPANIES ACT 1985**

[illegible]

Realizations and Disbursements, which should be carried forward to the next Account

DO NOT WRITE IN THIS MARGIN WHICH IS RESERVED FOR BINDING



# ANALYSIS OF BALANCE

TOTAL REALIZATIONS .....	£	
„ DISBURSEMENTS .....	Nil	
BALANCE .....	Nil	
The Balance is made up as follows :		
1. Cash in hands of liquidator .....		Nil
2. Total payments into Bank, including balance at date of commencement of winding up (as per Bank Book) .....	£	
Total withdrawals from Bank .....	Nil	
Balance at Bank .....		Nil
3. Amount in Insolvency Services Account .....		Nil
* 4. Amounts invested by liquidator .....	£	
Less Amounts realised from some .....	Nil	
Balance		Nil
Total Balance as shown above	£	Nil

[NOTE :- Full details of Stocks purchased for investment and realization thereof should be given in a separate statement]

\* The investment or deposit of money by the liquidator does not withdraw it from the operation of Section 642 of the Companies Act 1985 and any such investments representing money held for six months or upwards must be realised and paid into the Insolvency Services Account except in the case of investments in Government securities, the transfer of which to the control of the Department of Trade and Industry will be accepted as a sufficient compliance with the terms of the section.

NOTE :- The Liquidator should also state :-

(1) The amount of the estimated assets and liabilities at the date of the commencement of the winding up	Assets (after deducting amounts charged to secured creditors and debenture holders) .....	£ 865,000
	Liabilities { Secured creditors .....	£ 30,000
	Debenture holders ...£	Nil
	Unsecured creditors ..£	Nil

(2) The total amount of the capital paid up at the date of the commencement of the winding up	Paid up in cash .....	£ 8,474,156
	Issued as paid up otherwise than in cash .....	£ Nil

(3) The general description and estimated value of outstanding assets (if any)	NONE
--	------

(4) The causes which delay the termination of the winding-up	NONE
--	------

(5) The period within which the winding-up may probably be completed	ONE MONTH
--	-----------

**AFFIDAVIT VERIFYING STATEMENT OF  
LIQUIDATOR'S ACCOUNT**  
UNDER SECTION 641

(a) Insert Name  
of Company

(No registration fee charged)

No. of Company : 182221

(a) WREXHAM TYRE COMPANY LIMITED

I, MICHAEL JOHN ARNOLD

Of Rolls House, 7 Rolls Buildings, Fetter Lane, London EC4A 1NH

the liquidator of the above-named Company, make oath and say :

(b) If no receipts or  
payments, delete the  
words in square brackets

That ~~(b) [the account hereunto annexed marked "B", contains a full and true account of my receipts and payments in the winding up of the above-named Company]~~ from the 30th day of September 1986, to the 6th day of October 1986, inclusive (b) [and that] I have not, nor has any other person by my order or for my use during such period, received or paid any moneys on account of the said Company (b) [other than and except the items mentioned and specified in the said account]

I further say that the particulars given in the annexed Form 92, marked "B" with respect to the proceedings in and position of the liquidation, are true to the best of my knowledge and belief

NOTE:-  
This Affidavit is NOT  
required in duplicate,  
but it must in every  
case be accompanied  
by a statement on  
Form No. 92 in  
duplicate

SWORN AT Rolls House, 7 Rolls Buildings,  
Fetter Lane, London EC4A 1NH

this 20th day of October 1986,

M.J. Arnold

Before me,

A Solicitor (or Notary Public or Justice of the Peace)  
empowered to administer oaths



As per  
of receipts  
payments and  
directions as  
statements  
W.U. No. 92;  
rules 197, 198  
and 201)

(No Registration  
fee payable)

No. of Company 182221

Re: WREXHAM TYRE COMPANY LIMITED

This is the Exhibit marked 'B' referred to in the  
Affidavit of Michael John Arnold  
sworn before me this 20th day of

October  
A Solicitor.

1984

## STATEMENT OF RECEIPTS AND PAYMENTS AND GENERAL DIRECTIONS AS TO STATEMENTS

(a) Insert name  
of Company

(a) WREXHAM TYRE COMPANY LIMITED

FORM AND  
CONTENTS OF  
STATEMENT

1. Every statement must contain a detailed account of all the liquidator's realizations and disbursements in respect of the company. The statement of realizations should contain a record of all receipts derived from assets existing at the date of the winding-up resolution and subsequently realized, including balance in bank, book debts and calls collected, property sold etc., and the account of disbursements should contain all payments for costs and charges, or to creditors or contributories. Where property has been realized, the gross proceeds of sale must be entered under realizations, and the necessary payments incidental to sales must be entered as disbursements. These accounts should not contain payments into the Insolvency Services Account (except unclaimed dividends - see para 4) or payments into or out of bank or temporary investments by the liquidator, or the proceeds of such investments when realized, which should be shown separately :-

- (a) by means of the bank pass book;
- (b) by a separate detailed statement of moneys invested by the liquidator, and investments realized.

Interest allowed or charged by the bank, bank commission etc., and profit or loss upon the realization of temporary investments should, however, be inserted in the accounts of realizations or disbursements, as the case may be. Each receipt and payment must be entered in the account in such a manner as sufficiently to explain its nature. The receipts and payments must severally be added up at the foot of each sheet and the totals carried forward from one account to another without any intermediate balance, so that the gross totals shall represent the total amounts received and paid by the liquidator respectively.

TRADING  
ACCOUNT

2. When the liquidator carries on a business, a trading account must be forwarded as a distinct account, and the totals of receipts and payments or the trading account must alone be set out in the statement.

DIVIDENDS ETC.

3. When dividends or instalments of compositions are paid to creditors, or a return of surplus assets is made to contributories the total amount of each dividend, or instalment of composition, or return to contributories, actually paid, must be entered in the statement of disbursements as one sum; and the liquidator must forward separate accounts showing in lists the amount of the claim of each creditor, and the amount of dividend or composition payable to each creditor, and of surplus assets payable to each contributory, distinguishing in each list the dividends or instalments of composition and shares of surplus assets actually paid and those remaining unclaimed.

4. When unclaimed dividends, instalments of composition or returns of surplus assets are paid into the Insolvency Services Account, the total amount so paid in should be entered in the statement of disbursements as one sum.

THIS  
STATEMENT IS  
REQUIRED IN  
DUPLICATE

5. Credit should not be taken in the statement of disbursements for any amount in respect of liquidator's remuneration unless it has been duly allowed by resolution of the Committee of Inspection or of the creditors of the company in general meeting, or by order of the Court as the case may require.

### LIQUIDATOR'S STATEMENT OF ACCOUNT Pursuant to Section 641 of the Companies Act 1985

Name of Company

WREXHAM TYRE COMPANY LIMITED

Nature of proceedings (b)

MEMBERS' VOLUNTARY LIQUIDATION



Date of commencement of winding-up September 30, 1983

Date to which statement is brought down October 6, 1986

Name and address of liquidator M.J. Arnold, Rolls House, 7 Rolls Buildings,  
Fetter Lane, London EC4A 1NH

(b) Whether a  
members' or creditors'  
voluntary winding up  
or a winding up under  
the supervision of the  
Court

DO NOT WRITE IN THIS MARGIN WHICH IS RESERVED FOR BINDING

NOTE:- No balance should be shown on this Account, but only the total



DO NOT WRITE IN THIS MARGIN WHICH IS RESERVED FOR BINDING

**Realizations and Disbursements, which should be carried forward to the next Account**

# ANALYSIS OF BALANCE

TOTAL REALIZATIONS .....	£	
„ DISBURSEMENTS .....	Nil	
	Nil	
BALANCE .....	Nil	
The Balance is made up as follows :		
1. Cash in hands of liquidator .....		Nil
2. Total payments into Bank, including balance at date of commencement of winding up (as per Bank Book) .....	£	
Total withdrawals from Bank .....	Nil	
Balance at Bank .....	Nil	
3. Amount in Insolvency Services Account .....		Nil
* 4. Amounts invested by liquidator .....	£	
Less Amounts realised from some .....	Nil	
Balance		Nil
Total Balance as shown above	£	Nil

[NOTE :- Full details of Stocks purchased for investment and realization thereof should be given in a separate statement]

\* The investment or deposit of money by the liquidator does not withdraw it from the operation of Section 642 of the Companies Act 1985 and any such investments representing money held for six months or upwards must be realised and paid into the Insolvency Services Account except in the case of investments in Government securities, the transfer of which to the control of the Department of Trade and Industry will be accepted as a sufficient compliance with the terms of the section.

NOTE :- The Liquidator should also state :-

(1) The amount of the estimated assets and liabilities at the date of the commencement of the winding up	Assets (after deducting amounts charged to secured creditors and debenture holders) .....	£ 865,000
	Liabilities { Secured creditors .....	£ 30,000
	Debtors { Debenture holders ...	£ Nil
	Unsecured creditors .....	£ Nil

(2) The total amount of the capital paid up at the date of the commencement of the winding up	Paid up in cash .....	£ 8,474,156
	Issued as paid up otherwise than in cash .....	£ Nil

(3) The general description and estimated value of outstanding assets (if any)	NONE
--	------

(4) The causes which delay the termination of the winding-up	NONE
--	------

(5) The period within which the winding-up may probably be completed	FINAL MEETING HELD ON OCTOBER 6 1986
--	--------------------------------------

No. of Company 182221

No. 111  
(including No. 110)  
(No registration fee payable)

THE COMPANIES ACTS 1948 to 1981

MEMBERS' VOLUNTARY WINDING-UP

RETURN OF FINAL WINDING-UP MEETING

Pursuant to section 290 of the Companies Act 1948

ACCOUNT/RETURN OF FINAL MEETING	MTG. HELD	28/11/87	To the Registrar of Companies
	DEEMED TO BE DISCLOSED	28/11/87	Name of Company WREXHAM TYRE COMPANY LIMITED
		28/11/87	I (or we) MICHAEL JOHN ARNOLD
		28/11/87	of ROLLS HOUSE, 7 ROLLS BUILDINGS, FETTER LANE, LONDON EC4A 1NH

being the Liquidator(s) of the above-named Company have to inform you that a General Meeting of the Company was duly (a) held on the 6th day of October 1986 pursuant to section 290 of the Companies Act 1948 for the purpose of having an Account (a copy of which is overleaf) (b) laid before it showing how the Winding-up of the Company has been conducted, and the property of the Company has been disposed of, and that (a) the same was done accordingly.

(Signature) (c)

Dated

- (a) Delete the words which are not applicable.  
(b) The copy account must be authenticated by the written signature(s) of the Liquidator(s).  
(c) To be signed by each Liquidator if more than one.

Note: This return should be sent to the Registrar of Companies within one week after the date of the Meeting.

Presented by: M.J. Arnold  
Rolls House  
7 Rolls Buildings  
Fetter Lane  
London EC4A 1NH

Presentor's reference: MJA/JMG/MSF 426/48

# LIQUIDATOR'S STATEMENT OF ACCOUNT

Pursuant to section 290

Statement showing how the Winding-up has been conducted

Name of Company Wrexham Tyre Company Limited

From September 30 1983 (Commencement of Winding-up)

	Statement of Assets and Liabilities	Receipts	
	£	£	
RECEIPTS:—			
Cash in Bank .. .. .			
Cash in Hand .. .. .			
Marketable Securities .. .. .			
Sundry Debtors .. .. .			
Stock in Trade .. .. .			
Work in Progress .. .. .			
Freehold Property .. .. .			
Leasehold Property .. .. .			
Plant and Machinery .. .. .			
Furniture, Fittings, Utensils, etc. .. .. .			
Patents, Trade Marks, etc. .. .. .			
Investments other than Marketable Securities .. .. .			
Surplus from Securities .. .. .			
Unpaid Calls at commencement of Winding-up .. .. .			
Amounts received from Calls on Contributories made in the Winding-up .. .. .			
Receipts per Trading Account .. .. .			
Other Property, viz.:—			
	895,000		
	£ 895,000		
	£		
Less:—			
Payments to redeem Securities .. .. .			
Costs of Execution .. .. .			
Payments per Trading Account .. .. .			
		Nil	
		£ Nil	
NET REALISATIONS .. .. .		£ Nil	

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

N/A

- (1) Assets, including .. .. . shown in the statement of assets and liabilities and estimated to be of the value of £ .. .. . have proved to be unrealisable.
- (2) State amount paid into the Companies Liquidation Account in respect of:
- (a) unclaimed dividends payable to creditors in the winding up .. .. . £ N/A
- (b) other unclaimed distributions in the winding-up .. .. . £ N/A
- (c) moneys held by the Company in trust in respect of dividends or other sums due before the commencement of the winding-up to any person as a member of the Company .. .. . £ N/A
- (3) Add here any special remarks the liquidator(s) think(s) desirable:—  
The assets of the company were distributed in Specie to the shareholders.



# (MEMBERS' VOLUNTARY WINDING-UP)

of the Companies Act 1948

and the property of the Company has been disposed of

(in liquidation)

to October 6 1986 (close of winding-up)

										Payments		
Costs of Solicitor to Liquidator .. .. .										£		
Other Law Costs .. .. .										NIL		
Liquidator's remuneration .. .. .										£		
Where applicable {	.....% on £.....realised ..											
	.....% on £.....distributed ..											
By whom fixed.....										NIL		
Auctioneers' and Valuers' Charges .. .. .										NIL		
Costs of Possession and Maintenance of Estate .. .. .										NIL		
Costs of notices in <i>Gazette</i> and local papers .. .. .										NIL		
Incidental Outlay .. .. .										NIL		
TOTAL COSTS AND CHARGES .. .. .										£		
(i) Debenture-holders:—												
Payment of £.....per £.....debenture										£		
Payment of £.....per £.....debenture												
Payment of £.....per £.....debenture												
(ii) Creditors:—												
.....*Preferential .. .. .										£		
.....*Unsecured:— .. .. .												
Dividends(s) of.....in £ on												
£.....												
(The estimate of amount expected to rank for dividend was £.....)										NIL		
(iii) Returns to Contributories:—												
.....per £.....†share.....										£		
.....per £.....†share.....												
.....per £.....†share.....												
BALANCE ..										NIL		
										£		
										NIL		

Signed .....

Address... Rolls House, 7 Rolls Buildings, Fetter Lane,  
London EC4A 1NH

Date... 5. 1987

\*State number. Preferential creditors need not be separately shown if all creditors have been paid in full.

†State nominal value and class of share.

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

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

# DISSOLVED

182221

WREXHAM TYRE COMPANY LIMITED

The Liquidators Account and Return of Final Meeting having been registered, this Company is deemed, pursuant to section 585(5) / 595(6), as applicable, of the Companies Act 1985 to be dissolved on the expiration of 3 months from the registration date shown below

*P F McKeever*

(P F McKEEVER)  
for Registrar

RFM REGISTERED DATE

20/01/87

# COMPANY RESTORED TO REGISTER

Company Number 182221

DEPARTMENT OF TRADE & INDUSTRY.

Companies Registration Office  
Companies House  
Crown Way  
Maindy  
Cardiff

12<sup>th</sup> FEBRUARY 1993

COMPANIES ACT 1985

The dissolution of WREXHAM TYRE COMPANY LIMITED was declared  
void by an order of the LIVERPOOL DISTRICT REGISTRY on 15 JANUARY 1993

D. DURHAM.

Registrar of Companies

18222/

IN THE HIGH COURT OF JUSTICE  
CHANCERY DIVISION  
LIVERPOOL DISTRICT REGISTRY  
IN THE MATTER of Wrexham Tyre  
Company Limited  
IN THE MATTER of the Companies  
Act 1985

Before His Honour Judge O'Donoghue  
sitting as a Judge of the High Court  
Friday the 15th of January 1993

BETWEEN:-

BARRY SMITH

Applicant

-and-

MICHAEL JOHN ARNOLD  
THE REGISTRAR OF COMPANIES  
THE SOLICITOR FOR THE AFFAIRS  
OF HER MAJESTY'S TREASURY

Respondents

UPON MOTION this day made unto this court by Counsel on behalf of Barry Smith of 29 Derwent Crescent, Acton Park, Wrexham, a person interested in the above-named company ("the company")

AND the first named Respondent not attending although he has been duly served with notice of this Motion as by the affidavit of J. Wingfield filed on the 14th day of January 1993 appears

AND IT APPEARING from the evidence that there is no opposition on behalf of Her Majesty nor the Registrar of Companies to the relief sought by this motion

AND UPON READING the evidence recorded upon the court file as having been read

AND IT APPEARING that pursuant to the provisions of the above-mentioned act the company became dissolved on the 20th day of April 1987

AND the Applicant by his Counsel undertaking to;

- (1) Inform the Registrar of Companies of the title and court reference number of the proposed litigation referred to in paragraphs 5 and 6 of the affidavit of the Applicant sworn herein on the 20th day of November 1992 immediately after issue thereof
- (2) Inform the Registrar of Companies immediately upon the conclusion of the said proposed litigation or any appeal therefrom

THE COURT DECIARES the dissolution of the company to have been void and that the name of the above-named Wrexham Tyre Company Limited be restored to the Registrar of Companies

AND IT IS ORDERED that the Applicant do within 7 days from the date hereof deliver an office copy of this order to the Registrar of Companies

AND IT IS ORDERED that the Applicant do pay the Registrar of Companies costs of this Application agreed at £200.00 and that the Applicant do also pay the Treasury Solicitors costs of this Application.

DATED the 15th day of January 1993.

IN THE HIGH COURT OF JUSTICE  
CHANCERY DIVISION  
LIVERPOOL DISTRICT REGISTRY  
IN THE MATTER of Wrexham Tyre  
Company Limited  
IN THE MATTER of the Companies  
Act 1985

Before His Honour Judge O'Donoghue  
sitting as a Judge of the High Court  
Friday the 15th of January 1993

BETWEEN:-

BARRY SMITH

Applicant

-and-

MICHAEL JOHN ARNOLD  
THE REGISTRAR OF COMPANIES  
THE SOLICITOR FOR THE AFFAIRS  
OF HER MAJESTY'S TREASURY

Respondents

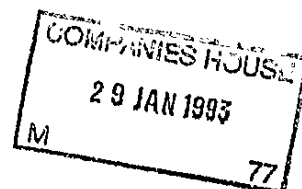
MINUTE OF ORDER

RESTORED TO THE REGISTER by A  
DISSOLUTION VOID ORDER  
Order delivered for  
registration.....29/1/93.

Notice published in  
the London Gazette of...12/2/93.

R. DAVIES  
RESTORATION  
Room 2.01  
Ext 2075,  
2.2.93.

Messrs. Walker, Smith & Way,  
Solicitors,  
The Old Registry,  
23 Chester Street,  
WREXHAM. LL13 8BG.



# COMPANIES HOUSE

If you need to contact us regarding  
this notice, please quote reference

THE DIRECTORS  
WREXHAM TYRE COMPANY LIMITED  
THANET HOUSE  
191-195 HIGH STREET  
BRENTFORD  
MIDDLESEX TW8 8EH

DEF6/ 00182221

Date: 24 MAY 1994

## COMPANIES ACT 1985 (Section 652)

The REGISTRAR OF COMPANIES gives NOTICE  
that, unless cause is shown to the contrary,  
at the expiration of 3 months from the  
above date the name of

WREXHAM TYRE COMPANY LIMITED

will be struck off the register and  
the company will be dissolved.

COMPANIES HOUSE  
CARDIFF  
CF4 3UZ

Tel: Cardiff (0222) 380077

1555

**FILE COPY**

**dti**

Companies House is an executive agency within the Department of Trade and Industry

HD602

# DISSOLVED

00182221 WREXHAM TYRE COMPANY LIMITED

This Company was struck off the Register under Section  
652(5) of the Companies Act 1985 on 6 SEPTEMBER 1994  
and dissolved by notice in the London Gazette dated 13 SEPTEMBER 1994



E L BEAL (Mrs)

*for Registrar*

DEF 1 SENT 08/10/93

DEF 2 SENT 10/01/94

DEF 3 SENT 16/02/94

FIRST GAZ 24/05/94



\*D00182221T\*