

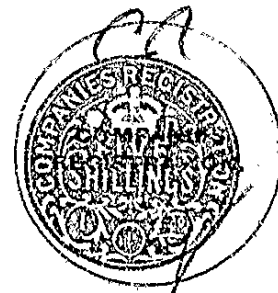
No. of Company

447726

REGISTERED
6 JAN 1948

C.A. 23a. (No. 41.)

The Companies Act, 1929.



A 5/-
Companies
Fee Stamp
to
be impressed
here.

Declaration of Compliance

the requirements of the Companies Act, 1929, on application for Registration

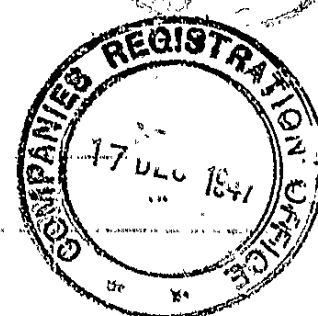
of a Company, pursuant to Section 15 (2).

(See Footnote overleaf.)

me of
pany }

P. Allman (Winehill) Limited

resented by



I, Darcy Allman
of Hollydene Sube Street Newcastle
Staffordshire

Do solemnly and sincerely declare that I am a person named in the Articles of

"a Direc-
tor" or "the
Secretary."

Association as * Director of Pallman
(winchell)

LIMITED, And that all the requirements of the Companies Act, 1929,
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 Stoke-on-Trent in
the County of Stafford
the twelfth day of December
One thousand nine hundred and forty-seven
before me.

† or Justice
of the Peace.

J. J. Hood
A Commissioner for Oaths †

D. Allman

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

NOTE.—This Declaration may also be made before a Justice of the Peace. If so made, the words "Commissioner
for Oaths" should be deleted and the words "Justice of the Peace" inserted in place thereof.

NOTE.

Section 15 of The Companies Act, 1929.

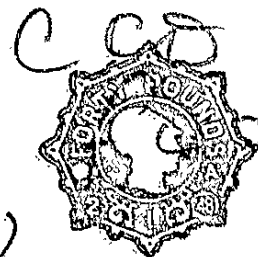
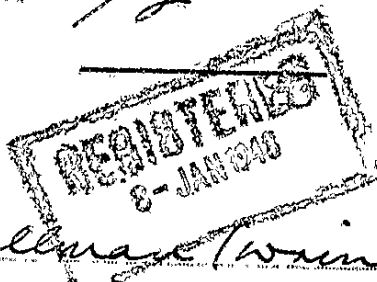
15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by an enrolled Law Agent, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar; and the Registrar may accept such a Declaration as sufficient evidence of compliance.

No. of Company

447726

Form C.A. 24.



P. Allman (Winchill)

LIMITED

32/1/47

Statement of the Nominal Capital

made pursuant to Sec. 112, Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100—Sec. 41, Finance Act, 1933.)

This Statement is to be filed with the Memorandum of Association when the Company is registered.

SHAW & SONS LTD.,

Companies' Publishers, Printers, and Stationers,

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

Presented for registration by

A Group Hawkins 160
Portsmouth House
Chambers St

M29. S028 (S) T

Also on 17/1/47



The Nominal Share Capital

of the

P. Allman (Winchell) LIMITED,

is £ *8000*, divided into *8000* shares of £ *one*
each.

Signature

P. Allman

Description

Director

Date

11th day of December 1947.

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



THE COMPANIES ACTS 1929
8-JAN-1930



COMPANY LIMITED BY SHARES.



MEMORANDUM OF ASSOCIATION

— OF —

P. ALLMAN (WRINEHILL) LIMITED.



1. The name of the Company is "P. ALLMAN (WRINEHILL) LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:

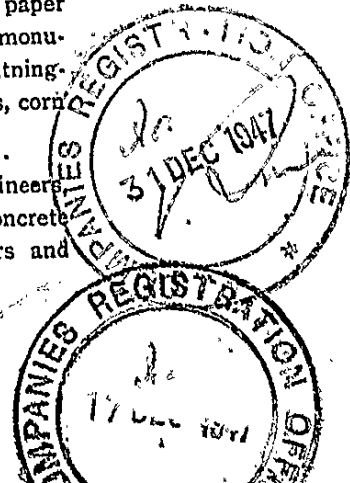
(a) To acquire and take over as a going concern the business of Timber Merchants previously carried on by Percy Allman at Wrinehill, near Crewe.

(b) To carry on business as wood and timber merchants, importers, growers, brokers, factors, agents and dealers, saw mills proprietors, ship, barge and boat owners, lightermen, dock and wharf owners, storage contractors, warehousemen, ships' chandlers and outfitters, sandblast workers, wood carvers, carriers, carters, hauliers, stevedores, joiners, carpenters, turners, wheelwrights, coal, coke and fuel merchants, metal and alloy makers, refiners and workers, mechanical, electrical and general engineers, garage proprietors, builders, painters, decorators, road makers, shop and office outfitters and general contractors.

(c) To carry on business as manufacturers of, and dealers in wood blocks for flooring and other purposes, boxes, windows, doors, wood heels and soles, wood letters, wood pulp, wood wool, plywood, masts, spars, derricks, sleepers, tool handles, panelling, woodwork, furniture, bricks, cement, stone, tiles and builders' material, supplies and equipment of all descriptions.

(d) To carry on the trades or businesses of builders, bricklayers, stone masons, house-brakers, pointing contractors, shop front fitters, pavement light makers, painters, plasterers, decorators, french polishers, paper hangers, sanitary engineers, plumbers, engineers, electricians, monumental masons, lime and cement merchants, steeplejacks, lightning-conductor erectors and maintainers, carriers, cartage contractors, corn dealers and provision dealers in all their respective branches.

(e) To carry on business as civil, mechanical, electrical and general engineers, paviors, tar spraying and asphalt contractors, cement and concrete contractors, pile drivers, tree fellers and clearers, pit sinkers and dredging contractors.



- 2
- (f) To acquire from time to time and to manufacture and deal in all such stock-in-trade, goods, chattels and effects as may be necessary or convenient for any business for the time being carried on by the Company.
 - (g) To acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm or corporation carrying on any business which this Company is authorised to carry on, or possessed of any property or rights suitable for the purposes of this Company.
 - (h) To take or otherwise acquire and hold shares, stock, debentures or other interests in any other Company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
 - (i) To lay out land for building purposes and to build on improve let on building lease advance money to persons building on or otherwise develop the same in such manner as may seem expedient to advance the Company's interests.
 - (j) To apply for purchase or otherwise acquire any patents brevets d'invention licences concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit this Company and to use exercise develop or grant licences in respect of or otherwise turn to account the property rights or information so acquired.
 - (k) To enter into any arrangements with any Governments or Authorities supreme municipal local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or Authority any rights privileges and concessions which the Company may think it desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions.
 - (l) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
 - (m) To construct, carry out, maintain, improve, manage, work, control, and superintend any hydraulic works, gas works, electric works, factories, warehouses, and other works and buildings and conveniences which may seem directly or indirectly conducive to any of the Company's objects and to contribute to subsidise or otherwise assist or take part in such maintenance, management, working, control, and superintendence.
 - (n) To enter into partnership or into any arrangement for sharing profits, union of interests, joint adventure, reciprocal concessions or co-operation with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to take or otherwise acquire and hold shares or stock in or securities of and to subsidise or otherwise assist any such Company and to sell hold re-issue with or without guarantee or otherwise deal with such shares or securities.

- 3
- (o) To establish and support or to aid in the establishment and support of associations, institutions, or conveniences calculated to benefit employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object.
 - (p) To borrow or raise or secure the payment of money by mortgage or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid to charge all or any of the Company's property or assets, present and future including its uncalled capital and collaterally or further to secure any securities of the Company by a trust deed or other assurance and also by a similar mortgage or charge to secure and guarantee the performance by the Company of any obligation or liability it may undertake, or to secure any Director or officer of the Company against any loss in respect of any guarantee or undertaking entered into on behalf of or for the benefit of the Company and to redeem, purchase, or pay off such securities.
 - (q) To draw, make, accept, indorse, discount, execute, and issue promissory notes bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
 - (r) To pay all or any expenses incurred in connection with the formation promotion and incorporation of the Company, or to contract with any person firm or Company to pay the same.
 - (s) To lend money on any terms that may be thought fit, and particularly to customers or other persons having dealings with the Company and to give any guarantee or indemnity that may seem expedient.
 - (t) To promote any other Company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company or of undertaking any business or operation which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this Company.
 - (u) To invest and deal with the monies of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
 - (v) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
 - (w) To remunerate any parties for services rendered or to be rendered in placing or assisting to place any shares in the Company's capital or any debentures debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
 - (x) To sell or dispose of the undertaking of the Company or any part thereof in such manner and for such consideration as the Company may think fit and in particular for shares (fully or partly paid up), debentures debenture stock or securities of any other Company whether promoted by this Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.

- (v) To distribute any of the Company's property among the members in specie.
- (x) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (xi) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them. And it is hereby declared that the word "Company" in this clause shall be deemed to include any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere and words denoting the singular number only shall include the plural number and vice versa, and so that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects and in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The original share capital of the Company is £8,000 divided into 8,000 Ordinary Shares of £1 each.

The Shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions.

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 | Nb. of Shares taken by each Subscriber. |
|---|---|
| <p>Percy Allman Holly Dene Duke Street Newcastle Staffs Timber Merchant</p> | One |
| <p>Nellie Allman. Holly Dene Duke Street. Newcastle Staffs.</p> | One. |
| <p>House Wife. Housewife. Kenneth Allman, Holly Dene Duke Street. Newcastle Staffs Timber Merchant.</p> | One |
| <p>George Dennis Allman Holly Dene Duke Street Newcastle Staffs Timber Merchant</p> | One |

Dated the 11th day of December 1947

Witness to all the above signatures :-

Edward Buxton
Boulton House
Church Street
Stoke-on-Trent
Incorporated Accountants

447726

4



THE COMPANIES ACT, 1929.
COMPANY LIMITED BY SHARES.



Rev 189

ARTICLES OF ASSOCIATION

— OF —

P. ALLMAN (WRINEHILL) LIMITED.

PRELIMINARY.

1. Save as hereinafter expressly provided the regulations contained in Table A in the first Schedule of the Companies Act 1929 shall apply to the Company. In case of any difference or inconsistency between these Articles and the Articles of Table A the provisions of these Articles shall prevail.
2. The Directors may pay out of capital, or any other moneys of the Company for the time being in its hands, all expenses incurred in or about the formation and establishment of the Company, including the expenses of registration. The Directors may also pay all or any expenses that have been incurred as authorised by the Memorandum of Association.
3. In Clause 1 of Table A between the words "In these Regulations:—" and "The Act" the words "and in any Articles adopting the same" shall be inserted.

PRIVATE COMPANY.

4. The Company shall be a private Company and the following provisions shall have effect:—
 - (a) The right to transfer Shares is restricted and no share in the Company shall be transferred without the previous written approval of the Directors, and the Directors may grant or withhold such approval in such cases as they think fit, and shall not be bound to assign any reason for the withholding of their approval; and no share shall, save as hereby provided, be transferred to a person who is not a member of the Company so long as any member is willing to purchase same at a fair value, such value to be fixed by the Auditor for the time being of the Company. In Article 19 of Table A the words "not being fully paid Shares" shall be omitted.

(b) The number of the 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) shall not at any time exceed 50. Provided that where two or more persons hold one or more shares jointly they shall for the purposes of this provision be treated as a single member.

(c) No invitation shall be made to the public to subscribe for any Shares or debentures or debenture Stock of the Company.

Article 19 of Table A shall be deemed to be modified in accordance with the provisions of sub-clause (a) of this article.

COMMISSION.

5. The Directors may pay to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company a Commission not exceeding in any case ten per cent of the price at which such Shares are issued, or an amount equivalent thereto. Such Commission may be paid wholly in cash, or wholly in fully paid or partly paid Shares in the Capital of the Company, or partly in cash and as to the remainder in such Shares. The Directors may also pay brokerage on the issue of the company's shares.

LIEN ON SHARES.

6. In Article 7 of Table A the words "not being a fully paid Share" and "other than fully paid Shares" shall be omitted.

MEETINGS.

7. In Clause 51 of Table A the words "and either at once or after an interval or adjournment" shall be inserted after the words "in such manner." The quorum of a General Meeting shall be 2, and Clause 45 of Table A shall be amended accordingly.
8. A poll shall be held whenever demanded by any member or members holding or representing by proxy either alone or in the aggregate not less than one-tenth of the capital of the Company for the time being issued, and Clause 50 of Table A shall be read as if this power to demand a poll were substituted for the power in that behalf therein contained.
9. A Meeting of Directors at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under the regulations of the Company for the time being vested in the Directors. A resolution in writing, signed by all the Directors, shall be as valid and effectual as if it had been passed at a Meeting of Directors duly called and constituted.

VOTES OF MEMBERS.

10. (a) In Article 59 of Table A the words "a proxy need not be a member of the Company" shall be omitted.
- (b) 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.

BORROWING POWERS.

11. Clause 69 of Table A shall not apply. The Directors may from time to time at their discretion raise or borrow or secure the repayment of any sum or sums of money for the purposes of the Company in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the issue of Debentures or Debenture Stock of the Company or other Securities charged upon all or any part of the property (present and future) including its uncalled capital for the time being.

DIRECTORS.

12. Until otherwise determined by the Company in General Meeting the number of Directors of the Company shall not be less than two and not more than ten.
13. The quorum necessary at Meetings of Directors for the transaction of the business of the Directors shall be ~~three~~ ^{two} and Clause 82 of Table A shall not apply to this Company.
P. & A. G.D.A.
14. A Director may hold any office under the Company, other than that of Auditor, in conjunction with his office of Director and may be appointed thereto upon such terms as to remuneration, tenure of office, and otherwise, as may be arranged by the Directors; and Clause 72 of Table A shall be modified accordingly.
15. A Director or intended Director shall not be disqualified by his office from entering into any contract or arrangement with the Company, either as vendor, purchaser, or otherwise, nor shall any such contract or arrangement or any contract or arrangement entered into by or on behalf of the Company with any Company or partnership of or in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profits realised by any such contract or arrangement, by reason of such Director holding the office of Director, or of the fiduciary relation thereby established. Any Director so contracting, or being so interested, as aforesaid, shall disclose at the Meeting of the Board at which the contract or arrangement is determined upon, the nature of his interest—if his interest then exists, or in any other case at the first Meeting of the Board, after the acquisition of his interest; but a Director shall not vote in respect of any contract or arrangement in which he is so interested as aforesaid. The said prohibition against voting shall not, however, apply to any contract or arrangement for the sale and purchase of any business or undertaking to be acquired by the Company or to any contract or arrangement for giving security to a Director for advances made or to be made by him to the Company or for liabilities or obligations (whether by way of guarantee or otherwise) incurred or assumed or proposed to be incurred or assumed by him on behalf of or for the benefit of the Company, or to any offer or allotment of Shares, Debentures or Debenture Stock to a Director, and it may at any time be suspended, relaxed or removed to any extent and on any terms or conditions by the Company in General Meeting. A general notice that a Director is a member or director of any specified firm or Company, and is to be regarded as interested in any transaction with such firm or Company shall be sufficient disclosure under this Clause, and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or Company as aforesaid; and Clause 72 of Table A shall be modified accordingly.
16. If the Directors, or any of them, or any Officer of the Company shall advance money to the Company, or become personally liable for the payment of any sum primarily due from the Company, the Directors may execute any Mortgage, Debenture, Charge, or other security, over or affecting the whole or any part of the property of the Company (present and future), including its uncalled capital for the time being, to secure the repayment of such advance together with interests thereon, or (as the case may be), to secure and indemnify the person or persons so becoming liable, as aforesaid, from and against any loss in respect of such liability.

17. The first Directors of the Company shall be :
Percy Allman, "Hollydene," Duke Street, Newcastle, Staffordshire.
Nelly Allman "Hollydene," Duke Street, Newcastle, Staffordshire.
Kenneth Allman, "Hollydene," Duke Street, Newcastle, Staffordshire.
George Dennis Allman, "Hollydene" Duke Street, Newcastle, Staffordshire.
Clause 64 of Table "A" shall not apply to this Company.

The Company in General Meeting shall have power to appoint a Director or Directors at any time so long as the maximum above prescribed or for the time being is not exceeded.

SECRETARY.

18. The first Secretary to the Company shall be: Percy Allman of "Hollydene," Duke Street, Newcastle, Staffs. On any change the Secretary shall be appointed by the Company in General Meeting.

*Not n.A.
NA G.D.A.*

AUDITOR.

19. The first Auditors to the Company shall be A. Cropp Hawkins & Co., Incorporated Accountants, of Portland House, Church Street. Stoke-upon-Trent.

ACCOUNTS.

20. Clause 101 of Table A shall not apply. A copy of the Annual Balance Sheet, Statement and Report, shall for seven days previously to the Ordinary General Meeting in every year be kept at the registered office of the Company, and be open to the inspection of members during hours of business, but the same shall not be printed or circulated save by the direction of the Directors.

WINDING UP.

21. If the Company shall be wound up (whether voluntarily or otherwise) the Liquidators may with the sanction of an extraordinary resolution divide among the contributories in specie any part of the assets of the Company, and may with the like sanction vest any part of the assets of the Company in Trustees upon such trust for the benefit of the Contributories as the Liquidators with the like sanction shall think fit.

Names, Addresses and Descriptions
of Subscribers

J Allman Holly Lane Duke Street
Newcastle Staffs
Timber Merchant

n. Allman. Holly Lane. Duke Street. Newcastle Staffs.
House Wife.

— H. Allman "Holly Lane" Duke Street Newcastle Staffs.
Timber Merchant.

George Pennis Allman. Holly Lane
Duke Street Newcastle Staffs
Timber Merchant

Dated the 11th day of December 1947.
Witness to all the above signatures;—

Edward Buxton
Bondland House
Church Street
Shrewsbury
Incorporated Accountants

DUPLICATE FOR THE FILE

No. 447726



Certificate of Incorporation

I Hereby Certify, That

P. ALLMAN (WRINEHILL) LIMITED

and 1947,
is this day Incorporated under the Companies Act, 1929/and that the
Company is Limited.

Given under my hand at London this.....Eighth.....day of
January.....One Thousand Nine Hundred and Forty-eight.

For Registrar of Companies.

Certificate
received by }

Post

8 - JAN 1948

Date

THE COMPANIES ACT, 1948

Notice

of

Place where the Register of Members is
kept, and of any change thereof

Pursuant to Section 110 of The Companies Act, 1948

NAME OF COMPANY

P. ALLMAN (WIMBORNE)

LIMITED.

Telegrams: "CERTIFICATE, ESTRAND, LONDON."

Telephone Number: Holborn 0434 (6 Lines).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,
116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2.

Presented by

BIRCH CULLINOR & CO. LTD.

WHITE, FRIARS, CHESTER.

JORDAN & SONS, LIMITED.
-1 AUG 1961
REGISTRATION AGENTS
116 CHANCERY LANE, LONDON,
W.C.2.

23 AUG 1961



A
Companies
Registration Fee
Stamp of 5s.
must be impressed
here

Notice
of
Place where the Register of Members is kept,
and of any change thereof,
of

.....P. ALLMAN (WRINEHILL).....
LIMITED.

To the Registrar of Companies

.....P. ALLMAN (WRINEHILL)..... **LIMITED**

hereby gives you Notice, in accordance with Section 110 of The Companies Act, 1948, that the place where the Register of Members is kept is

.....MESSRS. LYON BRIFFITHS & CO.

.....DISTRICT BANK CHAMBERS.

.....THE SQUARE,

.....NANTWICH, CHESHIRE.

NOTE.
The Number or Name (if any) of the Premises together with the street or road, town and county should be given, together with the name or style of the Firm or Company having custody (if appropriate).

Signature.....*P. J. Colman*.....

Officer.....*Director*.....
(State whether Director or Secretary.)

Dated the *21st* day
of *July* 19 *61*

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

No. of Company 447,726. 25

THE COMPANIES ACT 1948



COMPANY LIMITED BY SHARES

Special Resolutions

OF

P. Allman (Wrinehill) Limited.

At an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company duly convened and held at DISTRICT BANK CHAMBERS, NANTWICH, on the 18th day of JANUARY 1962, the following SPECIAL RESOLUTIONS were both duly passed :—

SPECIAL RESOLUTION No. 1

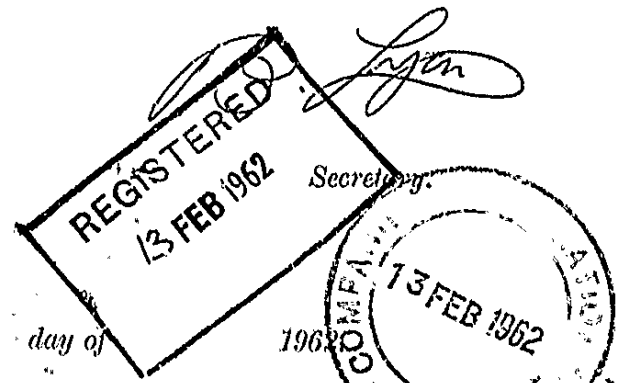
"That the name of the Company be changed to 'CHANTLER & ANDERSON (SAWMILLS) LIMITED'."

SPECIAL RESOLUTION No. 2

"That the regulations contained in the printed document of which a copy has been produced to this meeting and subscribed by the Chairman of the meeting for identification be and the same are hereby adopted as the Articles of Association of the Company in substitution for its existing Articles of Association and to the exclusion thereof."

Filed at the Companies Registry the

day of



PRESENTED FOR FILING BY
H. T. WOODROW & CO. LTD.

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

Chantler & Anderson (Sawmills)
Limited.

*(Adopted by Special Resolution passed on the 18th day
of January 1962)*

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75 and 77 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

PRIVATE COMPANY.

2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES.

3. The original Share Capital of the Company is £8,000, divided into 8,000 shares of £1 each.

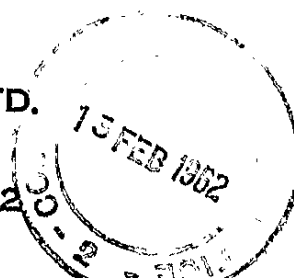
4. The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

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

GENERAL MEETINGS.

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Companies Act 1948, as to giving 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 of the Company.

PRESENTED FOR FILING BY:-
H. T. WOODROW & CO. LTD.
COMPANY REGISTRATION AGENTS
& LEGAL STATIONERS
7, COOK STREET, LIVERPOOL, 20-2



7. Clause 54 in Part I of Table A shall be read and construed as if the words "meeting shall be dissolved" were substituted for the words "members present shall be a quorum."

DIRECTORS.

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than six.

9. At the date of the adoption of these Articles the Directors of the Company are Peter John Chantler and David Hubert Anderson. They are Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

10. The qualification of every Director shall be the holding of shares of the Company to the nominal value of not less than £1. A Director may act before acquiring his qualification, but he shall acquire his qualification within two calendar months of being appointed a Director.

BORROWING POWERS.

11. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

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

WINDING UP.

13. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the members in proportion to the number of shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

MEMORANDUM.

The above printed regulations are the new Articles of Association of CHANTLER & ANDERSON (SAWMILLS) LIMITED referred to in the Special Resolution of the Company passed on the 18th day of January 1962 and which for the purpose of identification are subscribed by me as Chairman of the meeting

P. J. Chantler
Chairman.

874
Company Number.....447726

B

Reference: C.R. 98/4959/61

COMPANIES ACT, 1948



TRADE,

P. ALLMAN (WRINEHILL)

Limited

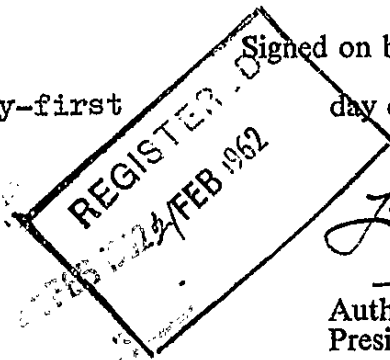
Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

CHANTLER & ANDERSON (SAWMILLS) LIMITED

this twenty-first

Signed on behalf of the Board of Trade

day of February 19 62



J.S. Whitfield

Authorised in that behalf by the
President of the Board of Trade

No. C. 60.

Wt. 38373/4312 3m. 6/61 B.L.&Co.Ltd. Gp.891/9803

DUPLICATE FOR THE FILE.

No. 447726

26



Certificate of Incorporation on Change of Name

Whereas

P. ALLMAN (WRIMHILL) LIMITED

was incorporated as a limited company under the

Companies Acts, 1929 and 1947,

on the **eighth** day of **January, 1948**

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

CHANTLER & ANDERSON (SAWMILLS) LIMITED

Given under my hand at London, this **twenty-first** day of

February One thousand nine hundred and sixty two.

Certificate received by

Post

R. J. Strassfield

Assistant Registrar of Companies.

3233

Date

21/2/62

NUMBER OF COMPANY: 447726

55



THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

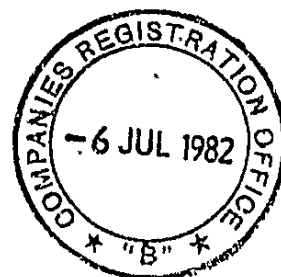
CHANTLER AND ANDERSON (SAWMILLS) LIMITED

Passed 29th day of June 1982

At an Extraordinary General Meeting of the above named Company duly convened and held at the Registered Office of the Company, the subjoined Special Resolution was duly passed, viz:-

RESOLUTION
=====

"That the name of the Company be changed to Anderson Sawmills Limited".



B. H. Anderson
(Chairman)



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

447726

/56

I hereby certify that

CHANTLER & ANDERSON (SAWMILLS) LIMITED

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

ANDERSON SAWMILLS LIMITED

Given under my hand at Cardiff the 24TH AUGUST 1982

A handwritten signature in black ink, appearing to read 'A. Wilson'.

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 TO 1976

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

Pursuant to section 3(1) of the Companies Act 1976

Please do not
write in this
binding margin

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

To the Registrar of Companies

For official use

Company number

61

447726

*delete if
inappropriate

Name of company
ANDERSON (SAWMILLS) Limited*

Note

Please read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 1 0 3

*delete as
appropriate

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

Day Month Year

3 1 0 3 1 9 8 4

See note 4(c) and
complete if
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

*delete as
appropriate

The company is a [subsidiary] [holding company]‡ of

N/A

company number

the accounting reference date of which is

§delete as
appropriate

Signed

D. H. Anderson

[Director] [Secretary] §Date

28/3/84.

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

LEAT, MARWICK, MITCHELL AND CO,
CHURCHILL House,
REGENT ROAD,
HANLEY,

For official use
General section

Post room



G

COMPANIES FORM No.155(6)a

**Declaration in relation to
assistance for the acquisition
of shares.**

155(6)a

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] []

447726

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

Name of company

* ANDERSON SAWMILLS LIMITED

* Insert full name
of company

17 We are FREDERICK JOHN CLEWS OF 2 SUNART CLOSE, WISTASTON, CREWE, CHESHIRE
AND BRIAN ARTHUR SPARKES OF 9 COLLINBROOK AVENUE, CREWE, CHESHIRE

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

† delete as
appropriate

☒ ~~the sole director~~ ☐ ~~all the directors~~† of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever
is inappropriate

- ☒ (a) that of a ~~recognised bank~~ ☐ ~~licensed institution~~† within the meaning of the Banking Act 1979§
☐ (b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom§
☐ (c) something other than the above§

The company is proposing to give financial assistance in connection with the acquisition of shares in it.

☒ The assistance is for the purpose of [that acquisition] ☐ ~~reducing or discharging a liability incurred for the purpose of that acquisition~~†

The number and class of the shares acquired or to be acquired is: _____

8,000 ORDINARY SHARES OF £1 EACH

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

MALCOLM COOKE, SOLICITOR
4 DUDLEY STREET
GRIMSBY
SOUTH HUMBERSIDE

For official Use
General Section

Post room

COMPANIES REGISTRATION

25 JUL 1987

M OFFICE 94

The assistance is to be given to: (note 2)

ANDERSON (TIMBER MERCHANTS) LIMITED

WRINEHILL SAWMILL, BETLEY

NEAR CREWE, CHESHIRE

Please do not
write in
this margin

Please complete
legibly, preferably
in black type
bold black ink

The assistance will take the form of:

1. The entering into by the company of an Agreement between Anderson Timber Merchants Ltd (1) The Company (2) F.J. Clews and B.A. Sparkes (3) and 3i (4) and bearing ever date herewith whereby the company guaranteed the due payment by Anderson Timber Merchants Limited to 3i of the sum of £60,000 together with interest thereon and other sums payable.
2. The granting by the Company to Investors in Industry plc of a collateral debenture creating fixed and floating charges over the whole of the company's undertaking and assets to secure the guarantee referred to in 1. above and all other sums from time to time due as provided in the said collateral debenture.

The person who ~~has acquired~~ [will acquire]† the shares is:

ANDERSON (TIMBER MERCHANTS) LIMITED

† delete as
appropriate

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

INVESTORS IN INDUSTRY PLC HAVE LOANED £60,000 TO ANDERSON (TIMBER MERCHANTS) LIMITED
THE LOAN IS SUBJECT TO A COLLATERAL DEBENTURE BY ANDERSON SAWMILLS LIMITED.

THE PROPOSED FINANCIAL ASSISTANCE WILL BE GIVEN AT COMPLETION OF THE PROPOSED ACQUISITION BY ANDERSON TIMBER MERCHANTS OF THE 8,000 ORDINARY SHARES OF £1 EACH IN THE COMPANY PURSUANT TO A SHARE TRANSFER AGREEMENT FOR THAT PURPOSE BETWEEN AND PURSUANCE TO AN AGREED SHARE EXCHANGE BY F.J. CLEWS AND B.A. SPARKES

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

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

The date on which the assistance is to be given is 24 JULY 19 87

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

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

either (a) or appropriate

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

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

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

Declared at 7 Equis House Cloakergate
Lincoln

Declarants to sign below

the 24th day of JULY
one thousand nine hundred and EIGHTY SEVEN

before me W. H. GOSSET

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

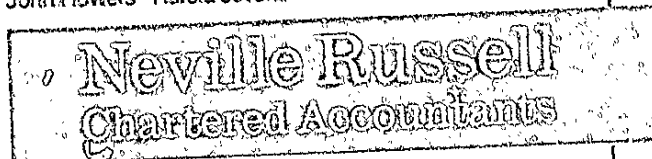
W. H. Gossett
[Signature]

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

Aquis House
Clasketgate
Lincoln
LN2 1JN
Telephone 0522 43051

John Flowers Harold Jevons



The Directors
Anderson Sawmills Limited
Wrinehill Sawmill
Betley
Near Crewe
Cheshire

24 July 1987

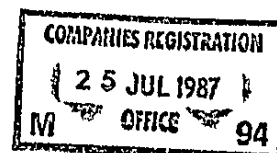
Gentlemen,

With reference to the proposed financial assistance to be provided by the company for the purchase of 8,000 ordinary shares, we report, in accordance with Section 156(4) of the Companies Act 1985, that we have enquired into the state of affairs of Anderson Sawmills as at 24 July 1987.

We are not aware of anything to indicate that the opinions, expressed by the directors in solemn declaration sworn on 24 July 1987, a copy of which is annexed, is unreasonable in all the circumstances.

Yours faithfully,

A handwritten signature in cursive script, appearing to read "Neville Russell".



Bedford, Birmingham, Brighton, Bristol, Glasgow, Guildford, Harrow, Ilford, Leeds, Lincoln, London, Luton, Milton Keynes, Norwich, Oxford, Selby, Skegness, Stockport, Sutton, Wakefield, West Bromwich and offices overseas.
AW Dyer, AB Adams, DW Batten, RG Bennett, AJ Bennenth, AM Blake, PM Carter, JG Chastney, KT Colman, JB Davis, BJ Doro, RM Downie, CC Dring, JV Drury, CE Easton, ATH Edwards, J Ellison, J Flowers, RJ Fox, BA Furley, JHG Guy, PL Harden, CD Harper, AM Higgins, PA Higgs, GD Hopkinson, CR Hounsfield, DG Hughesdon, JS Hughesdon, AB Hunter, BP Hutchinson, PR Hyatt, DRB Ingmire, H Jevons, TL Jones, AT Knight, JC Lees, AD L... GF MacAulay, RD Mann, MJ Martin, JS Mellowe, GI Moscrop, DJ Moulding, EM Neismith, GR Norden, RG Oakes, JCG Pickering, EJ Proudfoot, P Ridge, A Roberts, BKH Rogers, AN Russell, DG Smith, IM Smith, GA Stacey, W Telford, BJ Tombs, RT Turner, SC Turner, DR Walker, J Watkins, JL White, JLP Whiter, EJ Whittington, DR Willets, ML Wolf, JCH Woodbridge

G

Declaration in relation to assistance for the acquisition of shares.

155(6)a

Please do not write in this margin

Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

447726

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

Name of company

* ANDERSON SAWMILLS LIMITED

Insert full name of company

Xi/We of FREDERICK JOHN CLEWS OF 2 SUNART CLOSE, WISTASTON, CREWE

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

ARTHUR CHESHIRE and BRIAN SPARKES OF 9 COLLINBROOK AVENUE, CREWE
CHESHIRE.

delete as appropriate

☒ [the sole director] ☐ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

- ☒ (a) ~~that of a [recognised bank] [licensed institution]† within the meaning of the Banking Act 1979~~
- ☒ (b) ~~that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom~~
- (c) something other than the above

The company is proposing to give financial assistance in connection with the acquisition of shares in it.

☒ The assistance is for the purpose of [that acquisition] ~~[reducing or discharging a liability incurred for the purpose of that acquisition].†~~

The number and class of the shares acquired or to be acquired is: 8,000 ORDINARY SHARES OF £1 EACH.

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

Malcolm Cooke, Solicitor
4 Dudley Street,
Grimsby,
South Humberside.

For official Use
General Section

Post room

The assistance is to be given to: (note 2)

ANDERSON (TIMBER MERCHANTS) LIMITED

WRINEHILL SAWMILL, BETLEY

NEAR CREWE, CHESHIRE

Please do not
write in
this margin

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

The assistance will take the form of:

1. The entering into by the company of a Guarantee between The Company(1 and 3i (2) and bearing even date herewith to guarantee the due payment by Anderson(Timber Merchants) Limited to 3i of the sum of £60,000 together with interest thereon and other sums payable.
2. The granting by the Company to 3i Plc of a collateral debenture creating fixed and floating charges over the whole of the company's undertaking and assets to secure the guarantee referred to in 1. above and all other sums from time to time due as provided for in the said collateral debenture.

8.
✓ The person who [has acquired][will acquire]† the shares is:

ANDERSON (TIMBER MERCHANTS) LIMITED

† delete if
appropriate

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

3i Plc have loaned £60,000 to Anderson (Timber Merchants) Limited
The loan is subject to a Collateral Debenture by Anderson Sawmills Limited.

The proposed financial assistance will be the giving of financial assistance by Anderson Sawmills Limited in connection with the acquisition of 8,000 ordinary shares of £1 each in the capital of Anderson Sawmills Limited by Anderson (Timber Merchants) Limited pursuant to a share transfer agreement for that purpose between and pursuant to an agreed share exchange by F.J. Clews and B.A. Sparkes

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

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

The date on which the assistance is to be given is NINTH DECEMBER 1988

Please do not
write in
this margin

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

* delete either (a) or
(b) as appropriate

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

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

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

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

Declared at 56 Green End Whitcluck
Stratford

the Ninth day of December
one thousand nine hundred and eighty-eight

before me W. Brown

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

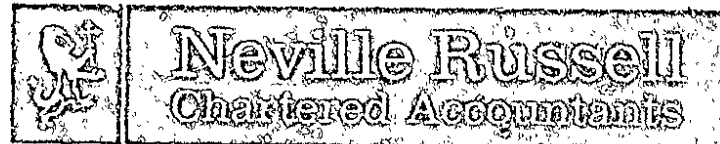
Declarants to sign below

[Signature]
[Signature]

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

Aquin House
Clacketgate
Lincoln LN2 1JN
Telephone 0522 43061
Fax 0522 43073



The Directors
Anderson Sawmills Limited
Weinchill Sawmill
Betley
Near Crewe
Cheshire

9th December 1988

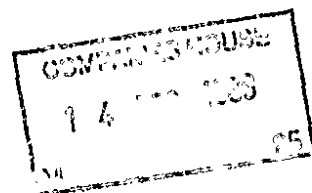
Gentlemen

With reference to the proposed financial assistance to be provided by the company for the purchase of 8,000 ordinary shares, we report, in accordance with Section 156(4) of the Companies Act 1985, that we have enquired into the state of affairs of Anderson Sawmills as at 9th December 1988

We are not aware of anything to indicate that the opinions, expressed by the directors in solemn declaration sworn on 9th December 1988 a copy of which is annexed, is unreasonable in all the circumstances.

Yours faithfully

A handwritten signature in dark ink, appearing to read "Neville Russell". The signature is fluid and cursive, with a long horizontal stroke at the end.



ANDERSON SAWMILLS LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company held at Anderson Sawmills Wrinchill, Crewe, Cheshire on the 9th December, 1988 at 12 noon the following resolutions were passed as special resolutions of the Company.

SPECIAL RESOLUTIONS

1. Regulation 10 of Table A shall not apply to the Company.
2. Subject to the provisions of the Companies Act 1985 the Company shall be authorised to give financial assistance in connection with the acquisition of its own shares.
3. That the giving of financial assistance by the Company in connection with the acquisition of 8,000 £1 ordinary shares in the capital of the Company by Anderson (Timber Merchants) Limited namely:
 - (a) the giving of a Guarantee by the Company to 3i Plc to guarantee the due payment by Anderson (Timber Merchants) Limited of all sums from time to time due from Anderson (Timber Merchants) Limited to 3i.
 - (b) the granting by the Company to 3i Plc of a collateral debenture creating fixed and floating charges over the whole of the Company's undertaking and assets to secure the guarantee referred to above and all other sums from time to time due as provided for in the said collateral debenture be and is hereby approved.

BY ORDER OF THE BOARD

Secretary

LEE, CROWDER & CO
SOLICITORS

| | |
|-------------|--------------|
| ITA SMITH | MF WILKES |
| DM BAKER | SMQ GIBBONS |
| MR HUMMER | EL MUTH |
| MI WOODWARD | ANNEE HOLMES |
| DR USLETON | JP CROWLER |
| ANALYSTS | |
| J MURPHY | MR NOLAN |

24 HARBORNE ROAD
EDGBASTON
BIRMINGHAM B15 3AD
TELEPHONE 021-456 4477
FAX 021-456 4710
TELECOM GOLD 74 NFI XCI
DX 2007 EDGBASTON

Your Ref.

Our Ref. AEII

13th December, 1988.

The Registrar of Companies,
Companies Registration Office
Companies House,
Crown Way,
Maidy,
Caniff
CP4 3UZ.

Dear Sirs,

Re: Anderson Sawmills Limited - Company Number 447726.

We enclose an original Statutory Declaration (Form 155(6)a), together with the original Auditors Certificate and details of the special resolution of the Company relating to financial assistance. Please arrange for these to be filed with the Company's records.

Kindly acknowledge receipt by returning the enclosed duplicate letter to us. ACK.

Yours faithfully,

Lee Crowder & Co
Lee Crowder & Co.

