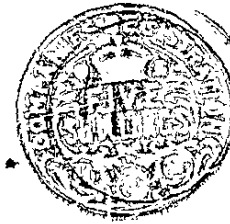


# THE COMPANIES ACT, 1948.



A St.  
Companies  
Registration  
Fee Stamp  
must be  
affixed  
here.



DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, when applying for Registration of a Company.

Insert the  
Name of the  
Company.

BADGERMAN  
LIMITED.

Presented for filing by

Rowe & Maw,

Stafford House, Norfolk Street,

Strand, W.C.2.

TELEPHONE . TEMPLE BAR 6927 (3 lines).

TELEGRAMS ( "NUNCOMPLAN, ESTRAND, LONDON." )

**LEWIS. COATES & LUCAS, LTD.**

Company Registration Agents

6-9, Surrey St., Strand, W.C.2, and 15, Union Court, Old Broad St., E.C.2.

15 MAR 1957

I, FRANKLIN THOMAS

of Stafford House Norfolk Street Strand London W.C.2.

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
"engaged in the  
"formation,"

or  
"A person named  
"in the Articles of  
"Association as a  
"Director" or  
"Secretary."

Do solemnly and sincerely declare that I am (\*) a Solicitor of  
the Supreme Court engaged in the formation

of BADGERMAN

Limited, and that all the requirements of the Companies Act, 1948,  
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 Declaration Act, 1935."

Declared at Stafford House  
Norfolk Street Strand W.C.2  
in the County of London  
the 8<sup>th</sup> day of March 1957

*F. Graham Maw*

Before me,

*A. Arnold Rust*

Commissioner for Oaths. [or a Notary Public or  
Justice of the Peace.]

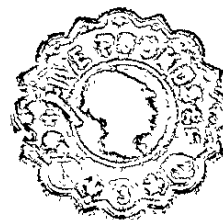
This margin is reserved for binding.

Certificate No.

580020 2

Form No. 25.

COMPANY LIMITED BY SHARES.



# STATEMENT OF THE NOMINAL CAPITAL

OF

BADGERMAN

REGISTERED

15 MAR 1957

LIMITED.

*NOTE—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

This Statement is to be filed with the Memorandum of Association or other Documents when application is made for the Company to be registered.

Presented for filing by

Rowe & Maw,

Stafford House, Norfolk Street,  
Strand, W.C.2.

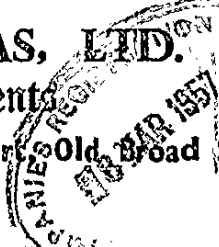
TELEPHONE. TEMPLE BAR 6927 (3 lines).

TELEGRAMS: "NUNCOMPLAN, ESTRAND, LONDON."

**LEWIS, COATES & LUCAS, LTD.**

Company Registration Agents

6-9, Surrey St., Strand, W.C.2, and 15, Union Court, Old Broad St., E.C.2.



# THE NOMINAL CAPITAL

OF

BADGERMAN

Limited,

is £ 1,000 , divided into One thousand

Shares of One Pound each

Signature<sup>(1)</sup>

*Rowe Ryan*

Solicitors engaged in the formation of  
Officer the Company

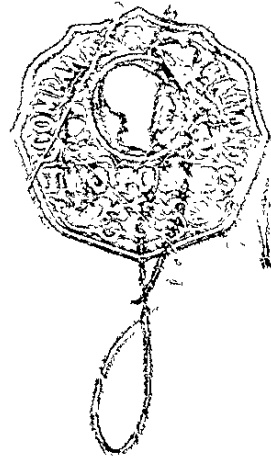
Dated the 8<sup>th</sup> day of March 19 57

(1) This Statement should be signed by a Director, Secretary or other authorised officer of the Company

This margin is reserved for binding.



580020 / 5



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

## Memorandum of Association

OF

BADGERMAN LIMITED.

REGISTERED

1 5 MAR 1957

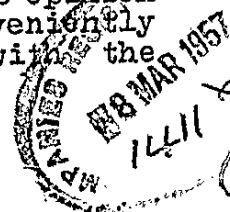
1. The name of the Company is "BADGERMAN LIMITED".

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are :-

(a) To engineer, design, construct and operate apparatus, buildings and plants for the distillation and production of petroleum products, chemicals and related products; to engage in the manufacture, sale, installation, building and operation of all kinds of engines, boilers, equipment (including expansion joints so-called), distilling and heating apparatus and similar articles; generally to engage in the manufacture, sale, installation and operation of articles, utensils, engines, boilers and equipment of all kinds and nature, and to engage in the manufacture and sale of various kinds of chemicals.

(b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.



- (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (e) To acquire, develop and exploit in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (f) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.

- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (k) To invest, lend, or otherwise deal with un-employed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (m) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (n) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the Shares or securities of such Company.

(4)

- (o) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (p) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (r) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.

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- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (y) The objects set forth in any sub-clause of this clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £1,000 divided into One thousand Shares of One pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares, any of the shares in the original capital of the Company for the time being unissued, and any new Shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other Shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company, and if at any time the capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table "A" in the First Schedule to the Companies Act 1948.

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

| Names, Addresses and Descriptions of Subscribers.  | Number of Shares taken by each Subscriber. |
|--|--|
| <p>Edward Ernest Malley<br/>24. Ranelagh Villas<br/>Hove<br/>Sussex<br/>Chartered Accountant</p> <p>Christopher George Tanner<br/>Stafford House, Norfolk<br/>Street, Strand, London,<br/>W.C.2.<br/>Solicitor's Managing Clerk.</p> | <p>One.</p> <p>ONE</p>                     |

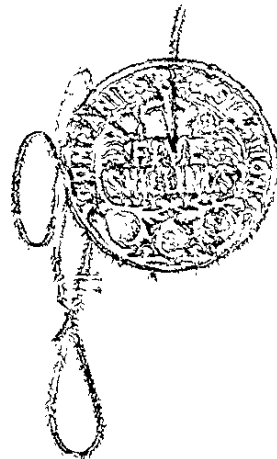
DATED the 8<sup>th</sup> day of March 1957

WITNESS to the above Signatures :-

John T. Baker  
Stafford House  
40 Norfolk Street  
Strand, London W.C.2  
Solicitor's Clerk



580020



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

## Articles of Association

OF

BADGERMAN LIMITED.

15 MAR 1957

15 MAR 1957

### PRELIMINARY.

1. Subject as hereinafter provided, the regulations in Table "A" (Part 1) in the First Schedule to the Companies Act 1948 shall apply to the Company, and such Table is hereinafter referred to as Table "A".

2. The Company is registered as a Private Company within the meaning of Section 28 of the Companies Act 1948, which is hereinafter referred to as "the Act", and accordingly :-

- (A) The right to transfer Shares is restricted in manner hereinafter provided.
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that 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.

(D) The Company shall not have power to issue share warrants to bearer.

### SHARES.

3. Subject to the provisions of Clause 2 hereof the Shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions and either at a premium or at par as they think fit, and with full power to give to any person the call of any Shares either at par or at a premium during such time and for such consideration as the Directors think fit.

### LIEN.

4. The Company shall have a lien on every Share, whether fully paid or not, and whether registered in the name of one or more Members, and accordingly in Clause 11 of Table "A" the words "not being a fully paid Share" and "other than fully paid Shares" shall be omitted; and the words "a single person" shall be deleted and the words "any Member, whether alone or jointly with other Members" shall be substituted therefor.

### CALLS ON SHARES.

5. In Clause 15 of Table "A" the words "provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

### TRANSFER AND TRANSMISSION OF SHARES.

6. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer or transmission of Shares, whether fully paid or not. Clause 24 of Table "A" shall not apply.

### CONVERSION OF SHARES INTO STOCK.

7. Clauses 40 to 43 inclusive of Table "A" shall not apply.

### GENERAL MEETINGS.

8. In Clause 49 of Table "A" the words "one Member" shall be substituted for the words "two Members".

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PROCEEDINGS AT GENERAL MEETINGS.

9. Two Members present in person or by proxy shall form a quorum and Clause 53 of Table "A" shall be modified accordingly.

10. One Member present in person or by proxy may demand a poll and Clause 58 of Table "A" shall be deemed to be altered and modified accordingly.

11. Subject to the provisions of the Act a Resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

DIRECTORS.

12. Clause 75 of Table "A" shall not apply, and the following Clause shall be substituted therefor, viz :-

75. The number of Directors shall not exceed five, and whilst there is one Director he shall be entitled to exercise all powers by statute or by these Articles conferred upon Directors. The first Directors shall be appointed by the Subscribers hereto.

13. A Director shall not be required to hold any qualification share.

POWERS AND DUTIES OF DIRECTORS.

14. Clause 79 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

79. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATIONS OF DIRECTORS.

15. Clause 88 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

(10)

88. The office of Director shall be vacated if the Director :-

- (A) Becomes bankrupt or suspends payment or compounds with his creditors.
- (B) Becomes prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act 1948.
- (C) Is found lunatic or becomes of unsound mind.
- (D) Is absent from Directors' meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office.
- (E) Resigns his office by notice in writing to the Company.
- (F) Is requested in writing to resign by all the other Directors.

#### ROTATION OF DIRECTORS.

16. In Clause 89 of Table "A" the words "all the Directors shall retire from office" shall be deleted.

#### PROCEEDINGS OF DIRECTORS.

17. Clause 106 of Table "A" shall not apply, and the following Clause shall be substituted therefor:-

106. A resolution determined on without any meeting of Directors and evidenced by writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, or all the members of a Committee, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee, as the case may be.

#### INDEMNITY.

18. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Section 205 of the Companies Act, 1948) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no Director or other Officer shall be

(11.)

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. This Article shall only have effect so far as its provisions are not avoided by the said Section.

ACCOUNTS.

19. The Directors may at any time require any person whose name is entered in the register of members of the Company to furnish them with any information supported (if the Directors so desire) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt private company within the meaning of Section 129 of the Companies Act 1948.

Names, Addresses and Descriptions of Subscribers.

Edward Ernest Maltby  
24, Ranelagh Villas  
Hove  
Sussex.  
Chartered Accountant

Christopher George Tanner,  
Stafford House, Norfolk Street,  
Strand, London, W.C.2  
Solicitor's Managing Clerk.

DATED the Eighth day of March

1957

WITNESS to the above Signatures :-

John T. Baker  
Stafford House  
40 Norfolk Street  
Strand, London W.C.2  
Solicitor's Clerk



DUPLICATE FOR THE FILE

No. 580020



## Certificate of Incorporation

I Hereby Certify That

BADGERMAN LIMITED

is this day Incorporated under the Companies Act, 1948, and that the  
Company is Limited.

Given under my hand at London this Fifteenth day of

March

One Thousand Nine Hundred and Fifty seven.

*L. R. [Signature]*  
Registrar of Companies

Certificate  
received by

*Post*

Date 23/3/57

143  
Number of Company 580020, 18

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

## Special Resolution

OF

BADGERMAN LIMITED.

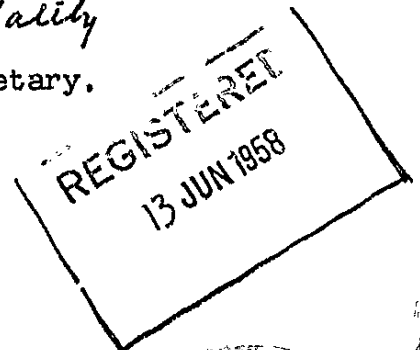
PASSED 10th June, 1958.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company held at 2 Plowden Buildings, Middle Temple, London, E.C.4. on Tuesday the 10th day of June, 1958, the subjoined Resolution was duly passed as a SPECIAL RESOLUTION

### SPECIAL RESOLUTION

"THAT the name of the Company be changed to BADGER-MAN LIMITED."

*Flint*  
Secretary.



*have* *Man*

DUPLICATE FOR THE FILE.

580020 / 9 ✓



# Certificate of Incorporation on Change of Name

Whereas

**BADGERMAN LIMITED**

was incorporated as a limited company under the

**Companies Act, 1948,**

on the **fifteenth** day of **March, 1957**

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

**BADGER-MAN LIMITED**

Given under my hand at London, this **eighteenth** day of **June** One thousand nine hundred and fifty **eight.**

*L. R. (and for)*  
Registrar of Companies.

Certificate received by *Lowe & Shaw.*

*40, Norfolk St. W.C.2*

Date *20th June 1958.*

3335

103  
145 R  
Company Number...580020.....

B

Reference: C.R. 98/1135/58

BOARD



COMPANIES ACT, 1948

BADGERMAN

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 BADGER-MAN LIMITED.

Signed on behalf of the Board of Trade  
day of June 1958

his eighteenth

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

No. C. 60.

C1298/3658/58

Number of Company 580020. 1/12

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

## Special Resolution

OF

BADGER-MAN LIMITED.

PASSED the 2nd day of January 1959.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company held at 2 Plowden Buildings, Middle Temple, London, E.C.4. on Friday the 2nd day of January, 1959, the subjoined Resolution was duly passed as a SPECIAL RESOLUTION:

### SPECIAL RESOLUTION

"THAT the name of the Company be changed to BADGER LIMITED."

*Secretary*

Secretary.



*Messrs. Brown & Sons*

9 JAN 1959

No. C.172

DUPLICATE FOR THE FILE.

No.  
580020



# Certificate of Incorporation on Change of Name

Whereas

**BADGER-MAN LIMITED**

was incorporated as a limited company under the

**Companies Act, 1948,**

on the **fifteenth** day of **March, 1957**

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

**BADGER LIMITED**

Given under my hand at London, this **fifteenth** day of **January** One thousand nine hundred and fifty nine.

*[Signature]*  
Registrar of Companies.

Certificate received by **J. T. Baker**

**for Rowe & Mann 40 Newby St Strand**  
Date **16th January 1959** **622** **W.C.Z.**

919

Company Number. 580020



**B**

Reference: C.R.98/3658/58

BOARD OF TRADE,

COMPANIES ACT, 1948

BADGER-MAN

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 **BADGER LIMITED**

Signed on behalf of the Board of Trade

this fifteenth

day of January 1959.

*[Signature]*  
Authorised in that behalf by the  
President of the Board of Trade

No. C. 60.

Number of Company

580020/37

THE COMPANIES ACTS 1948 and 1967

COMPANY LIMITED BY SHARES

## Ordinary Resolution

OF

BADGER LIMITED.

PASSED the 15th day of JANUARY 1968.

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company held at 363 Third Street Cambridge Massachusetts in the United States of America on the 15th day of January 1968 the following resolution was passed as an ORDINARY RESOLUTION :-

### ORDINARY RESOLUTION

THAT the capital of the Company be increased to £5,000 by the creation of 4,000 Ordinary Shares of £1. each.

Secretary

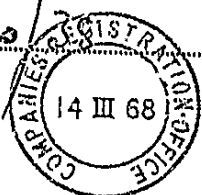
*W. H. H. H.*





Number of  
Company

580020



## THE COMPANIES ACT, 1948

1213-0-0

### Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company

BADGER

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act.)

Presented by

Rowe & Maw,

Document Filer's Reference 3/H.3381

Stafford House,

Norfolk Street, London, W.C.2.

Form No. 10

To THE REGISTRAR OF COMPANIES.

BADGER

Limited, hereby gives you notice, pursuant to

\*"Ordinary",  
"Extra-ordinary", or  
"Special".

Section 63 of the Companies Act, 1948, that by a<sup>N</sup>\* Ordinary

Resolution of the Company dated the 15th day of January 1968

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 4,000 beyond the Registered Capital of £ 1,000

The additional Capital is divided as follows :—

Number of Shares  
4,000

Class of Share  
Ordinary

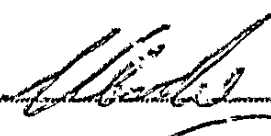
Nominal amount  
of each Share  
£1

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 :—

To rank as from issue pari passu with the existing Ordinary Shares of the Company

\* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature



State whether Director } Secretary  
or Secretary }

Dated the 4<sup>th</sup> day of March 1968

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

Number of  
Company

580020

10/11  
2/10  
3/1

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

## Statement of Increase of the Nominal Capital

OF

BADGER

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is Increased interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

As sented by

Document Filer's Reference 3/H. 3381

Rowe & Maw,

Stafford House,

Norfolk Street, London, W.C.2.

Form No. 26a

The Solicitors' Law Stationery Society, Limited.

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 7 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North

# THE NOMINAL CAPITAL

OF

BADGER

Limited

has by a Resolution of the Company dated

15th January 196<sup>8</sup> been increased by

the addition thereto of the sum of £4,000,

divided into :—

4,000 Ordinary Shares of £1 each

Shares of each

beyond the registered Capital of £1,000

Signature



(State whether Director or Secretary) Secretary

Dated the

4<sup>th</sup>

day of

March

196<sup>8</sup>

Note—This margin is reserved for binding and must not be written across

580020

COMPANY LIMITED BY SHARES

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

BADGER

**LIMITED**

*Passed*    October 24    , 1968 .

on the 24th day of October, 1968, the subjoined  
SPECIAL RESOLUTION duly passed, viz. :—

## RESOLUTION

75. The number of Directors shall not exceed eight, and whilst there is one Director he shall be entitled to exercise all powers by statute or by these Articles conferred upon Directors. The first Directors shall be appointed by the Subscribers hereto."

*Signature*

COMPANY SECRETARY

**BADGER LTD.**

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.

**NOTE.**—To be filed within 15 days after the passing of the Resolution(s).  
See section 143 (1) and (4) printed overleaf.

Section 143 of the Companies Act 1948 as amended by the Companies Act 1967 provides (*inter alia*) as follows :—

(1) A printed copy of every resolution or agreement to which this section applies shall, within fifteen days after the passing or making thereof, be forwarded to the registrar of companies and recorded by him.

\* \* \* \* \*

(4) This section shall apply to—

- (a) special resolutions ;
- (b) extraordinary resolutions ;
- (c) resolutions which have been agreed to by all the members of a company, but which, if not so agreed to, would not have been effective for their purpose unless, as the case may be, they had been passed as special resolutions or as extraordinary resolutions ;
- (d) resolutions or agreements which have been agreed to by all the members of some class of shareholders but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members ;
- (e) resolutions requiring a company to be wound up voluntarily, passed under paragraph (a) of subsection (1) of section two hundred and seventy-eight of this Act.

\* \* \* \* \*

Section 51 (2) of the Companies Act 1967 provides as follows :—

Notwithstanding anything in subsection (1) of section 143 of the principal Act, no company need forward to the registrar of companies a printed copy of a resolution or agreement to which that section applies, if instead it forwards a copy in some other form approved by the registrar.

---

NOTE.—The Registrar of Companies is prepared to accept any resolutions or agreements if produced by the following processes :—

Letterpress, Gravure, Lithography, Stencil duplicating, Offset Lithography, "Office" Type-Set, Electrostatic Photocopying, "Photostat" or similar processes properly processed and washed ;  
or if produced by spirit duplicator, or if typed.

No document will be accepted however, if, in general appearance, legibility, format or durability, it is unsuitable for publication and use on the Company's public file.

Number of } 580020 / 50  
Company }

*The Companies Acts 1948 to 1967*

COMPANY LIMITED BY SHARES

## Special Resolution

*(Pursuant to s. 141 (2) of the Companies Act 1948)*

OF

BADGER

LIMITED

Passed January 18, 1971.

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Aldwych House, Aldwych, London, WC2B 4EX

on the 18th day of January, 1971, the subjoined SPECIAL RESOLUTION duly passed, viz. :—

### RESOLUTION

That paragraph 12 on page 9 of the Memorandum and Articles of Association of Badger Limited be revised to the following :

"12. Clause 75 of Table "A" shall not apply, and the following Clause shall be substituted therefor, viz. :—

75. The number of Directors shall not exceed twelve and whilst there is one Director he shall be entitled to exercise all powers by statute or by these Articles conferred upon Directors. The first Directors shall be appointed by the Subscribers hereto."

Signature



COMPANY SECRETARY

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).  
See section 143 (1) and (4) printed overleaf.

Section 143 of the Companies Act 1948 as amended by the Companies Act 1967 provides (*inter alia*) as follows :—

(1) A printed copy of every resolution or agreement to which this section applies shall, within fifteen days after the passing or making thereof, be forwarded to the registrar of companies and recorded by him.

\* \* \* \* \*

(4) This section shall apply to—

- (a) special resolutions ;
- (b) extraordinary resolutions ;
- (c) resolutions which have been agreed to by all the members of a company, but which, if not so agreed to, would not have been effective for their purpose unless, as the case may be, they had been passed as special resolutions or as extraordinary resolutions ;
- (d) resolutions or agreements which have been agreed to by all the members of some class of shareholders but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members ;
- (e) resolutions requiring a company to be wound up voluntarily, passed under paragraph (a) of subsection (1) of section two hundred and seventy-eight of this Act.

\* \* \* \* \*

Section 51 (2) of the Companies Act 1967 provides as follows :—

Notwithstanding anything in subsection (1) of section 143 of the principal Act, no company need forward to the registrar of companies a printed copy of a resolution or agreement to which that section applies, if instead it forwards a copy in some other form approved by the registrar.

—————

NOTE.—The Registrar of Companies is prepared to accept copy resolutions or agreements if produced by the following processes :—

Letterpress, Gravure, Lithography, Stencil duplicating, Offset Lithography, "Office" Type-Set, Electrostatic Photocopying, "Photostat" or similar processes properly processed and washed ;  
or if produced by spirit duplicator, or if typed.

No document will be accepted however, if, in general appearance, legibility, format or durability, it is unsuitable for publication and use on the Company's public file.



Certificate No. 530020.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

---

Memorandum  
AND  
Articles of Association  
OF  
BADGER  
~~ENGINEERING~~ LIMITED.

---

Incorporated the 15th day of March 1957.

ROWE & MAW,  
Stafford House,  
Norfolk Street,  
London, W.C.2.

580020.

Not ~~for~~ for filing

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

## Memorandum of Association

OF

BADGER  
~~XXXXXXXXXX~~ LIMITED.

1. The name of the Company is "BADGER  
LIMITED".

2. The Registered Office of the Company will be  
situate in England.

3. The objects for which the Company is estab-  
lished are :-

(a) To engineer, design, construct and oper-  
ate apparatus, buildings and plants for  
the distillation and production of petro-  
leum products, chemicals and related pro-  
ducts; to engage in the manufacture, sale,  
installation, building and operation of  
all kinds of engines, boilers, equipment  
(including expansion joints so-called), dis-  
tilling and heating apparatus and simi-  
lar articles; generally to engage in the  
manufacture, sale, installation and opera-  
tion of articles, utensils, engines, boil-  
ers and equipment of all kinds and nature,  
and to engage in the manufacture and sale  
of various kinds of chemicals.

(b) To carry on any other business, whether  
subsidiary or not, which can in the opinion  
of the Company be carried on conveniently  
or advantageously in connection with the

- (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (e) To acquire, develop and exploit in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (f) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.

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- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (k) To invest, lend, or otherwise deal with un-employed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (m) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (n) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the Shares or securities of such Company.

- (o) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (p) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (r) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.

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Table "A" in  
Act 1948.

- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (y) The objects set forth in any sub-clause of this clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company.

4. The liability of the Members is limited. £5,000

5. The Share Capital of the Company is ~~£5,000~~ divided into <sup>Five</sup> ~~one~~ thousand Shares of One pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares, any of the shares in the original capital of the Company for the time being unissued, and any new Shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other Shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company, and if at any time the capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table "A" in the First Schedule to the Companies Act 1948.

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

| Names, Addresses and Descriptions of Subscribers.  | Number of Shares taken by each Subscriber. |
|--|--|
| EDWARD ERNEST MALTBY,<br>24 Ranelagh Villas,<br>Hove, Sussex.<br><br>Chartered Accountant.                                       | ONE  |
| CHRISTOPHER GEORGE TANNER,<br>Stafford House,<br>Norfolk Street,<br>Strand, London,<br>W.C.2.<br><br>Solicitors' Managing Clerk. | ONE  |

DATED the 8th day of March 1957.

WITNESS to the above Signatures :-

JOHN T. BAKER,  
Stafford House,  
40 Norfolk Street,  
Strand, London,  
W.C.2.  
  
Solicitors' Clerk.

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in  
Com  
suc

2.  
wit  
Act  
Act

Filed under Section 9  
ACA 1972

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

## Articles of Association

OF

BADGER  
~~XXXXXXXXXX~~ LIMITED.

### PRELIMINARY.

1. Subject as hereinafter provided, the regulations in Table "A" (Part 1) in the First Schedule to the Companies Act 1948 shall apply to the Company, and such Table is hereinafter referred to as Table "A".

2. The Company is registered as a Private Company within the meaning of Section 28 of the Companies Act 1948, which is hereinafter referred to as "the Act", and accordingly :-

- (A) The right to transfer Shares is restricted in manner hereinafter provided.
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that 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.

56

23 Dec 72



(C) Any invitation to the Public to subscribe for any Shares or debentures of the Company is prohibited.

(D) The Company shall not have power to issue share warrants to bearer.

#### SHARES.

3. Subject to the provisions of Clause 2 hereof the Shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions and either at a premium or at par as they think fit, and with full power to give to any person the call of any Shares either at par or at a premium during such time and for such consideration as the Directors think fit.

#### LIEN.

4. The Company shall have a lien on every Share, whether fully paid or not, and whether registered in the name of one or more Members, and accordingly in Clause 11 of Table "A" the words "not being a fully paid Share" and "other than fully paid Shares" shall be omitted; and the words "a single person" shall be deleted and the words "any Member, whether alone or jointly with other Members" shall be substituted therefor.

#### CALLS ON SHARES.

5. In Clause 15 of Table "A" the words "provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

#### TRANSFER AND TRANSMISSION OF SHARES.

6. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer or transmission of Shares, whether fully paid or not. Clause 24 of Table "A" shall not apply.

#### CONVERSION OF SHARES INTO STOCK.

7. Clauses 40 to 43 inclusive of Table "A" shall not apply.

#### GENERAL MEETINGS.

8. In Clause 49 of Table "A" the words "one Member" shall be substituted for the words "two Members".

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PROCEEDINGS AT GENERAL MEETINGS.

9. Two Members present in person or by proxy shall form a quorum and Clause 53 of Table "A" shall be modified accordingly.

10. One Member present in person or by proxy may demand a poll and Clause 58 of Table "A" shall be deemed to be altered and modified accordingly.

11. Subject to the provisions of the Act a Resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

DIRECTORS.

12. Clause 75 of Table "A" shall not apply, and the following Clause shall be substituted therefor, viz :-

75. The number of Directors shall not exceed twelve ~~xxxx~~, and whilst there is one Director he shall be entitled to exercise all powers by statute or by these Articles conferred upon Directors. The first Directors shall be appointed by the Subscribers hereto.

13. A Director shall not be required to hold any qualification share.

POWERS AND DUTIES OF DIRECTORS.

14. Clause 79 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

79. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATIONS OF DIRECTORS.

15. Clause 88 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

88. The office of Director shall be vacated if the Director :-

- (A) Becomes bankrupt or suspends payment or compounds with his creditors.
- (B) Becomes prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act 1948.
- (C) Is found lunatic or becomes of unsound mind.
- (D) Is absent from Directors' meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office.
- (E) Resigns his office by notice in writing to the Company.
- (F) Is requested in writing to resign by all the other Directors.

ROTATION OF DIRECTORS.

16. In Clause 89 of Table "A" the words "all the Directors shall retire from office" shall be deleted.

PROCEEDINGS OF DIRECTORS.

17. Clause 106 of Table "A" shall not apply, and the following Clause shall be substituted therefor:-

106. A resolution determined on without any meeting of Directors and evidenced by writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, or all the members of a Committee, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee, as the case may be.

INDEMNITY.

18. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Section 205 of the Companies Act, 1948) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no Director or other Officer shall be

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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. This Article shall only have effect so far as its provisions are not avoided by the said Section.

ACCOUNTS.

19. The Directors may at any time require any person whose name is entered in the register of members of the Company to furnish them with any information supported (if the Directors so desire) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt private company within the meaning of Section 129 of the Companies Act 1948.

Names, Addresses and Descriptions of Subscribers.

EDWARD ERNEST MALTBY,  
24 Ranelagh Villas,  
Hove, Sussex.

Chartered Accountant.

CHRISTOPHER GEORGE TANNER,  
Stafford House,  
Norfolk Street,  
Strand, London,  
W.C.2.

Solicitors' Managing Clerk.

DATED the 8th day of March 1957.

WITNESS to the above Signatures :-

JOHN T. BAKER,  
Stafford House,  
40 Norfolk Street,  
Strand, London,  
W.C.2.

Solicitors' Clerk.

COMPANY NO. 580020

198

NOTICE

Dec 24 - 1984 (Wed)

LS6/22ND MAR/CF

THE COMPANIES ACTS 1948 to 1983

RESOLUTIONS OF BADGER LIMITED

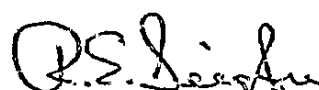
PASSED 19th MARCH 1984

NOTICE IS HEREBY GIVEN that at an Extraordinary General Meeting of the Members of BADGER LIMITED duly convened and held at Badger BV, Prinses Beatrixlaan 9, 2595 AK The Hague, The Netherlands, on the 19th day of March, 1984 the following Resolutions were passed: No. 1 as a Special Resolution, and No. 2 as an Ordinary Resolution:-

RESOLUTIONS:

1. That the company be wound up voluntarily.
2. That Mr. B. Eisler of Yavington Mead, Winchester be and he is hereby appointed liquidator for the purposes of such winding-up.

Dated this 19th day of March, 1984.

  
R.E. Siegfried  
Chairman

## Members' voluntary winding up

### Notice of appointment of liquidator

Pursuant to section 305 of the Companies Act 1948

390

L55/22ND MAR (CF)

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**

111199

580020

Name of company

**BADGER LIMITED**

Limited\*

## Nature of business

## Engineers

†delete as appropriate

[I][we]† heroby givn you notice that [I][yrs]† have been appointed liquidator(s) of the above named company

| Name(s) of Liquidator(s) | Address(es)    |
|--------------------------|----------------|
| B. Eisler                | Yavington Mead |
|                          | Winchester     |
|                          | Hants.         |
|                          |                |
|                          |                |

†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: Resolution of the Company  
dated 19 day of March 1984.

Signature(s) of Liquidator(s)

Date \_\_\_\_\_

Liquidator(s) P. S. Luch

19 March 1984

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

Pre-mentor's name, address and reference (if any):

B. Eisler.

For official use  
Liquidation section

Postroot.



Number of } 580020 / 97  
Company }

# 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

BADGER

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

Presenter's Reference

B. Eisler

Yavington Mead

Winchester





DECLARATION OF SOLVENCY

We, ROBERT E SIEGFRIED ALDEN

L NORMAN JUNIOR

BOTH

of 1 BROADWAY, CAMBRIDGE, MASSACHUSETTS

UNITED STATES OF AMERICA

(a) "all the"  
or "the maj-  
ority of the"  
as the case  
may be.

being(") The majority of the Directors of

BADGER

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

(b) Insert  
a period of  
months not  
exceeding  
twelve.

a period of(") one months, from the commencement

of the winding up, and we append a statement of the company's assets

and liabilities as at March 10 1984,

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 KNIGHTSBRIDGE LONDON

the 16th day of MARCH

One thousand nine hundred and

EIGHTY FOUR

before me,

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

P. J. Weyhall  
(\*) A Solicitor

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

Statement as at March 10 19 84  
showing Assets at estimated realisable values and Liabilities expected to rank.

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

Remarks :

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

No. 110 (Rule 182)

Number of } 580020 ✓  
Company }

100

## THE COMPANIES ACTS 1948 to 1981

### LIQUIDATORS' STATEMENT OF ACCOUNT (Members' or Creditors' Voluntary Winding-up)

(Pursuant to sections 290 and 300 of the Companies Act 1948)

STATEMENT showing how the Winding-up has been conducted and the  
property of the Company has been disposed of

Insert the Name of the Company { **BADGER LIMITED**  
(In liquidation)

As soon as the affairs of the Company are fully wound up, the Liquidator is to make up an account of the Winding-up showing how the Winding-up has been conducted and the property of the Company has been disposed of and to call a meeting of the Company and (in the case of a Creditors' Voluntary Winding-up or a Members' Voluntary Winding-up to which section 288 applies) a meeting of the Creditors for the purpose of laying the account before the Meeting(s) and giving any explanation thereof. See sections 290 (1), 291 and 300 (1).

Within one week after the date of the meeting (or, if section 300 applies and the two meetings are held on different dates, one week after the date of the later meeting) the Liquidator must send to the Registrar of Companies a copy of this Account with the return of the Final Winding-up Meeting. See sections 290 (3) and 300 (3). If default is made, the Liquidator is liable to a fine not exceeding one-fifth of the statutory maximum or, after continued contravention, a fine not exceeding one-fiftieth of the statutory maximum for each day on which the contravention is continued. The statutory maximum means the sum of £1,000 or such other sum as may be fixed by order under Section 61 of the Criminal Law Act 1977 to take account of changes in the value of money.

Presented by

B. Eisler

Yavington Mead.

Winchester.

Presentor's Reference



# LIQUIDATOR'S STATEMENT OF ACCOUNT

Statement showing how the Winding-up has been conducted

From 19 March 1984 (Commencement of Winding-up)

|   | Statement of<br>Assets and<br>Liabilities | Receipts |
|---|---|----------|
| <b>RECEIPTS:—</b>   | £   | £        |
| Cash at 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<br>in the Winding-up .. .. . |   |          |
| Receipts per Trading Account .. .. .  |   |          |
| Other Property, viz:—   |   |          |
|   |   |          |
|   |   |          |
|   | £   | NIL      |
| <b>Less:—</b>   |   |          |
| Payments to redeem Securities .. .. .   | £   |          |
| Costs of Execution .. .. .  |   |          |
| Payments per Trading Account .. .. .  |   |          |
|   |   |          |
| <b>NET REALISATIONS</b> .. .. .   |   |          |
|   | £   |          |
|   | £   | NIL      |

(\*[Members] \*[Creditors] Voluntary Winding-up)

and the property of the Company has been disposed of

to..... 20th March..... 19...84 (Close of Winding-up)

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.

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

\*Delete as necessary.

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

‡ State nominal value and class of share.

NIL

(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 Insolvency Services Account in  
respect of:—

- (a) Unclaimed Dividends payable to Creditors  
in the Winding-up .. .. . £ NIL
- (b) Other unclaimed distributions in the Winding-  
up .. .. . £ NIL
- (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 .. £ NIL

(3) Add here any special remarks the Liquidator thinks desirable:—

Dated this 20<sup>th</sup> day of March 19 84

Signature of Liquidator(s) .....

Bedrick Eisler

Address Yavington Mead

Winchester.

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

No. of Company.....

**THE COMPANIES ACTS 1948 to 1980****MEMBERS' VOLUNTARY WINDING UP****RETURN OF FINAL WINDING-UP MEETING***Pursuant to section 290 of the Companies Act 1948*Insert the  
Name  
of the  
Company**BADGER LIMITED****LIMITED (In liquidation)**

This return is to be filed within one week after the date of the final winding-up meeting. If default is made, the Liquidator is liable to a fine not exceeding £200 or, after continued default, a fine not exceeding £20 for every day during which the default continues.

In the case of a Members' Voluntary Winding Up to which section 288 applies, Companies (W.U.) 21\* (Form No. 112) should be used.

*Presented by***B. Eisler****Yavington Mead****Winchester.***Presenter's Reference*.....**oyez** The Solicitors' Law Stationery Society, plc, Oyez House, 297 Lamb Lane, London E11 4PU

Companies (W.U.) 21

[P.T.O.]

# MEMBERS' VOLUNTARY WINDING UP

To the Registrar of Companies

B. Eisler

I (or ~~We~~)

of Yavington Mead, Winchester.

being the Liquidator(s) of

BADGER

LIMITED,

have to inform you that a General Meeting of the Company was duly

(a) held on the 20<sup>th</sup> day of March 1984

pursuant to section 290 of the Companies Act 1948 for the purpose of having an Account (of which a copy is attached hereto) (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.  
~~no quorum was present at the Meeting.~~

(Signature) (c)

*B. Eisler*

Liquidator(s).

Dated the 21<sup>st</sup> day of March 1984

(a) Strike out that which does not apply.

(b) The copy account accompanying this return must be authenticated by the written signature(s) of the Liquidator(s).

(c) To be signed by each Liquidator if more than one.




# DISSOLVED

580020

BADGER LIMITED

The Liquidators Account and Return of Final Meeting having been registered, this Company is deemed, pursuant to section 290(4) / 300(4), as applicable, of the Companies Act 1948 to be dissolved on the expiration of 3 months from the registration date shown below.



(D B HOTTAGE)

Registrar

RFM REGISTERED DATE

27/03/84