

Number of
Company

758664



Form No. 41.

THE COMPANIES ACT 1948.



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

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

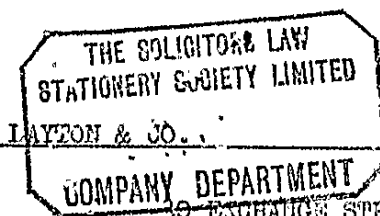
Pursuant to Section 15 (2).

Insert the
Name of the
Company.

ADAM LYTHGOE (FERTILISERS)

LIMITED.

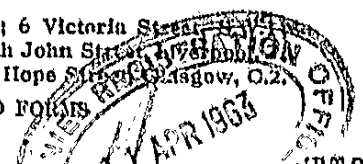
Created by



LIVERPOOL 2.

The Solicitors' Law Stationery Society, Limited
12 Chancery Lane, W.C.2; 3 Ducklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, W.C.2;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 3;
18-30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



I, ALFRED JAMES PENNINGTON

of 30 EXCHANGE STREET EAST IN THE CITY OF LIVERPOOL

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "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 ADAM LYTHCOE (FERTILISERS)

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 Declarations Act, 1835.

Declared at Liverpool

the 14th day of April

sixty three

one thousand nine hundred and ~~forty~~

Before me,

A. H. S. L. H. E. N.

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

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

Number of }
Company }

758661

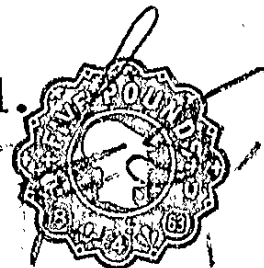
2

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 Vict., Ch. 39.)

COMPANY LIMITED BY SHARES.



CCP

Statement of the Nominal Capital

OF

Adam Lythgoe (Fertilisers)

LIMITED.

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

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 Document when the Company is registered.

Presented by

Layton & Co.,

30 Exchange Street, East, Liverpool 2.

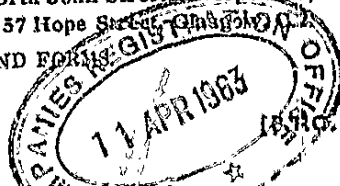
THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, 2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Companies 6

F400520-3-57



THE NOMINAL CAPITAL

OF

Adam Lythgoe (Fertilisers) Limited,

is £1,000, divided into:

1,000 Shares of One Pound each

Shares of each

*Signature B. Johnson

Description Secretary

Dated the 9th day of April 1963

**This Statement should be signed by an Officer of the Company, or by the Solicitor(s) engaged in the formation.*

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

12-5
758661

P 3

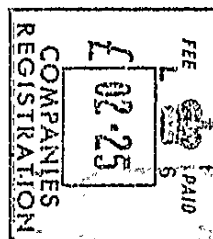
The Companies Act, 1948.



COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

ADAM LYTHGOE (FERTILISERS)
LIMITED

1. The name of the Company is "ADAM LYTHGOE (FERTILISERS) LIMITED."

2. The registered office of the Company will be situate in England.

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

- (A) To carry on the trade or business of manufacturers and exporters of and dealers in artificial manures and fertilizers of every description, insecticides and pest destroyers, weed killers and fungus destroyers and chemical products of every description, oil manufacturers and merchants, hay, straw and fodder merchants, miners, carriers by land and water, dock owners, wharfingers, warehousemen and manufacturing chemists and druggists.
- (B) To purchase, take on lease or in exchange or otherwise acquire for development, investment or otherwise, any land, buildings and other property of any tenure and any estate or interest therein, and any mineral and other rights connected with any such land and buildings.
- (C) To purchase, take on lease or otherwise acquire any mine, quarry, quarry and mining rights, stone, shale, clay, gravel, sand, and to work, exercise, develop and turn to account the same, and also to buy, sell, get, work, shape, crush and prepare for market or use, minerals of all kinds; and to carry on the trades or businesses generally of manufacturers, merchants and dealers in shale, clay, sand, ballast, gravel, cement, mortar, concrete, china, brickhearth, building and road-making materials of all kinds.
- (D) To carry on all or any of the following businesses in all or any of their respective branches, that is to say: road makers and contractors, builders,

THE SOLICITORS LAW
STATIONERY SOCIETY LIMITED



builders' merchants, merchants and dealers in bricks, plastics, any material used or suitable for use in building operations and constructional work, timber, iron, steel, aluminium, copper, pipes and piping, hardware, paint, plaster, solutions, and other building requisites, brick and tile, and terra-cotta and block makers, artificial stone and pavement manufacturers, jobmasters, plumbers, engineers, joiners, electricians, electrical contractors, slaters, tilers, decorators, painters, glaziers, ironmongers, furniture manufacturers and dealers, cafe and canteen proprietors and managers, architects and surveyors, house and estate agents, and fire insurance agents.

- (E) To carry on in all or any of their respective branches, all or any one or more of the following businesses, that is to say: the business of mechanical engineers, iron founders, manufacturers of machinery, tool makers, brass founders, metal workers, boiler makers, millwrights, machinists, iron and steel converters, smiths, woodworkers, metallurgists, electrical engineers, sanitary engineers, water supply engineers, gas makers, farmers, printers, general merchants, importers and exporters, commission and general agents and salesmen, manufacturers, shippers, brokers, factors, general traders, and wholesale and retail dealers of, and in all descriptions of merchandise, commodities, articles, ingredients, substances, goods and things, and makers of and dealers in all descriptions of machinery, plant, apparatus, implements, materials and things used in connection with any of the businesses which the Company is authorised to carry on or any operations connected therewith. And to carry on any other business whether manufacturing, agency or otherwise, which may seem to the Company capable of being conveniently carried on in connection with any of the Company's businesses or objects, or which may seem calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (F) To develop and turn to account any land acquired by the Company or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up, and improving factories, workshops, and buildings of all kinds, and by planting, paving, draining, forming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (G) To employ agents and contractors to undertake all or any part of the activities carried on by the Company.

- (H) To win, work, convert and dispose of any mineral property of the Company.
- (I) To apply for and acquire any statutory or other powers, rights or concessions.
- (J) To purchase for investment or re-sale, and to traffic in land and house and other property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house or other property or any interest therein, and generally to deal in, traffic by way of sale, lease, exchange or otherwise with land and house property and any other property whether real or personal.
- (K) To acquire and deal with the property following:—
 - (1) The business property and liabilities of any company, firm or persons carrying on any business within the objects of this Company.
 - (2) Lands, buildings, easements or other interests in real estate.
 - (3) Plant, machinery, personal estate and effects.
 - (4) Patents, patent rights or inventions, copyrights, designs, trade marks or secret processes.
 - (5) Shares or stock or securities in or of any company or undertaking the acquisition of which may promote or advance the interests of this Company.
- (L) To perform or do all or any of the following operations, acts or things:—
 - (1) To pay all the costs, charges and expenses of the promotion and establishment of the Company.
 - (2) To sell, let, dispose of, or grant rights over all or any property of the Company.
 - (3) To erect buildings, plant and machinery for the purposes of the Company.
 - (4) To grant licences to use patents or secret processes of the Company.
 - (5) To manufacture plant, machinery, tools, goods or things for any of the purposes of the business of the Company.
 - (6) To draw, accept and negotiate bills of exchange, promissory notes and other negotiable instruments.
 - (7) To borrow money or receive money on deposit, either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking; or on all or any of the assets of the Company including uncalled capital.

- (8) To lend money with or without security and to invest money of the Company in such manner other than in the shares of this Company as the Directors think fit, and to give guarantees or become security for any person, firm or company whatsoever.
- (9) To enter into arrangements for joint working in business, or for sharing profits, or for amalgamation, with any other company, firm or persons carrying on business within the objects of this Company.
- (10) To promote companies.
- (11) To sell the undertaking and all or any of the property of the Company for cash or for stock, shares or securities of any other company or for other consideration.
- (12) To provide for the welfare of persons employed or formerly employed by the Company, and the wives, widows and families of such persons, by grants of money or other aid or otherwise as the Company shall think fit.
- (13) To subscribe to or otherwise aid benevolent, charitable, national or other institutions or objects of a public character or which have any moral or other claims to support or aid by the Company by reason of the locality of its operations or otherwise.
- (14) To distribute in specie, assets of the Company, properly distributable among the members.
- (M) To do all or any of the things hereinbefore authorised, either alone or in conjunction with, or as factors, trustees, or agents for others, or by or through factors, trustees or agents.
- (N) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

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

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
<p>SIGNATURE <i>Joseph Lythgoe</i></p> <p>Address <i>1A, Hob Hey Lane,</i> <i>Culcheth, Warrington,</i> <i>Lancashire</i></p> <p><i>Director</i> Company Director</p>	<p><i>JOSEPH LYTHGOE</i></p> <p><i>Other</i></p>
<p>SIGNATURE <i>Frederick Arrowsmith</i></p> <p>Address <i>Arrowsmith Farm,</i> <i>Hand Lane, Handside,</i> <i>Leigh, Lancashire</i></p> <p><i>Director</i> Company Director</p>	<p><i>FRED LYTHGOE</i></p> <p><i>One</i> <i>Share</i></p>

Dated this *9th* day of *April*, 1963.

Witness to the above Signatures—

SIGNATURE *C. Johnson*

Address *192, Davyhalme Road,*
Davyhalme, Urmston,
Manchester

Secretary

C. JOHNSON

Company Secretary.



758661

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The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

ADAM LYTHGOE (FERTILISERS)
LIMITED

PRELIMINARY.

1. The Company is a Private Company, and, subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company.

2. Regulations 24, 53 and 79 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, subject to the modifications hereinafter expressed, together with regulations 2, 3, 4, 5 and 6 inclusive of Table A, Part II, shall constitute the regulations of the Company.

SHARES.

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Table A, Part II, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Companies Act, 1948.

4. The Company in General Meeting may direct that any original shares for the time being unissued, and any new shares from time to time to be created shall, before they are issued, be offered to the members or to any class of members. If any such direction is given, such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such original or new shares as aforesaid, which,

by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

LIEN.

5. In regulation 11 of Table A, Part I, the words " (whether fully paid or not) " shall be substituted for the words " (not being a fully paid share) " and the words " (other than fully paid shares). "

TRANSFER OF SHARES.

6. Subject to regulation 3 of Table A, Part II:—

(A) Any share may be transferred at any time by a member to his wife, or to her husband, or to any lineal descendant, or to a brother or sister of such member, or to another member of the Company, and

(B) Any share of a deceased member may be transferred by his or her executors or administrators to the widow or widower or any such relative as aforesaid of such deceased member, being a *cestui que* trust or specific legatee thereof, and shares standing in the name of any deceased member may be transferred to or placed in the names of the executors or trustees of his or her Will, and upon any change of trustee may be transferred to the trustees for the time being of such Will.

7. No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

8. Except where the transfer is made pursuant to Article 6 hereof, the person proposing to transfer any share (hereinafter called " the proposing transferor ") shall give notice in writing (hereinafter called a " transfer notice ") to the Company that he desires to transfer the same. Such transfer notice shall specify the sum he fixes as the fair value of the share, and shall constitute the Company his agent for the sale of the share to any member of the Company willing to purchase the share (hereinafter called " the purchasing member ") at the price so fixed, or at the option of the purchasing member at the fair value to be fixed by the Auditor in accordance with Article 11 hereof. A transfer notice may include several shares, and in such case shall operate as if it were a separate notice in respect of each. A transfer notice shall not be revocable or withdrawn except with the sanction of the Directors.

9. The Directors shall, with a view to finding a purchasing member, offer any shares comprised in a transfer notice to the members then holding the remaining shares in the Company as nearly as may be in proportion to their holdings of shares in the Company, and shall limit a time within which such offer if not accepted will be deemed to be declined.

10. If the Company shall within the space of two months after being served with a transfer notice, find a purchasing member, and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the price as fixed in accordance with Article 8 or the fair value as determined in accordance with Article 11 hereof, to transfer the share to the purchasing member.

11. In case any difference arises between the proposing transferor and the purchasing member as to the fair value of a share, the Auditor shall on the application of either party, certify in writing the sum which in his opinion is the fair value, and such sum shall be deemed to be the fair value, and in so certifying, the Auditor shall be considered to be acting as an expert, and not as an arbitrator; and accordingly the Arbitration Act, 1950, shall not apply.

12. In the event of the proposing transferor failing to carry out the sale of any shares which he shall have become bound to transfer as aforesaid, the Directors may authorise some person to execute a transfer of the shares to the purchasing member and may give a good receipt for the purchase price of such shares; and may register the purchasing member as holder thereof and issue to him a certificate for the same, and thereupon the purchasing member shall become indefeasibly entitled thereto. The proposing transferor shall in such case be bound to deliver up his certificate for the said shares, and on such delivery shall be entitled to receive the said purchase price, without interest, and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid, the Company shall issue to him a balance certificate for such shares.

13. If the Company shall not within the space of two months after being served with a transfer notice find a purchasing member and give notice in manner aforesaid, the proposing transferor shall at any time within a further two months afterwards be at liberty subject to regulation 3 of Table A, Part II, to sell and transfer the share (or where there are more shares than one, those not placed) to any person and at any price.

DIRECTORS.

14. Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two nor more than five, and regulation 75 of Table A, Part I, shall be deemed to be altered accordingly.

15. Any adult person may be appointed or elected as a Director, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of 70 years.

16. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS.

17. The Directors may from time to time, exercise all the powers of the Company, to borrow any sum or sums of money, and to mortgage or charge its undertaking, property (both present

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BORROWING POWERS.

17. The Directors may from time to time, exercise all the powers of the Company, to borrow any sum or sums of money, and to mortgage or charge its undertaking, property (both present

and future) and uncalled capital or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS.

18. The quorum necessary for the transaction of the business of the Directors shall be two, and a Director who is interested shall be counted in a quorum notwithstanding his interest and paragraph (2) of regulation 84 of Table A, Part I, shall be deemed to be modified accordingly.

19. The words "other than his own appointment or the arrangement of the terms thereof" shall be omitted from paragraph (4) of regulation 84 of Table A, Part I.

ROTATION OF DIRECTORS.

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

MANAGING DIRECTOR.

21. The words "or Joint Managing Director" shall be inserted after the words "Managing Director" in regulations 107, 108 and 109 of Table A, Part I.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

SIGNATURE *Joseph Lythorn*

Address 1A, Hob Hey Lane,
Culcheth, Warrington,
Lancashire.

OCCUPATION
Company Director

SIGNATURE *Frederick Lythorn*

Address Arrowsmith Farm,
Hand Lane, Handside,
Leigh, Lancashire

OCCUPATION
Company Director

Dated this 9th day of April, 1963.

Witness to the above Signatures—

SIGNATURE *B. Johnson*

Address 192, Davyhulme Road,
Davyhulme, Urmston,
Manchester.

OCCUPATION

Company Secretary.

C. 173

DUPLICATE FOR THE FILE.

No. 759661



Certificate of Incorporation

I Hereby Certify that

ADAM LYTHGOE (FERTILISERS) LIMITED

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

Given under my hand at London this TWENTY-FOURTH DAY OF APRIL
ONE THOUSAND NINE HUNDRED AND SIXTY THREE.

L.S. Whitfield.

Assistant Registrar of Companies.

Certificate
received by

THE SOLICITORS LAW
STATIONERY SOCIETY LIMITED,
OYEZ HOUSE, BREAMS BUILDINGS,
FETTER LANE,
LONDON, E.C.4.
COMPANY DEPARTMENT

Date

24/4/63

Handwritten initials

COMPANY LIMITED BY SHARES.

Resolutions

OF

ADAM LYTHGOE (FERTILISERS) LIMITED

Passed 18th March, 1964.

REGISTERED

6 APR 1964

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Factory Office, Gorsey Lane, Widnes, on the 18th day of March, 1964, the following RESOLUTIONS were duly passed, as to RESOLUTION No. 1 as an ORDINARY RESOLUTION and No. 2 as a SPECIAL RESOLUTION:—

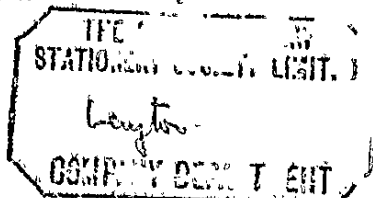
1. As an Ordinary Resolution:—

That the Capital of the Company be increased from £1,000 divided into 1,000 Shares of £1 each to £81,000 by the creation of 80,000 new Shares of £1 each to be called Preference Shares such shares to confer upon the holders thereof the rights and privileges and subject them to the limitations and restrictions set out in the Articles of Association as proposed to be altered by the next following resolution.

2. As a Special Resolution:—

That the Articles of Association of the Company be altered by adding after Article 2 the following new Articles to be numbered 2A and 2B:—

"2A. At the date of the adoption of this Article the share capital of the Company is £81,000 divided into 1,000 shares of £1 each known as Ordinary Shares and 80,000 Preference Shares of £1 each.



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2B. (i) The Preference Shares shall confer the right out of the profits of the Company resolved to be distributed to a fixed or cumulative preferential dividend at the rate of £5 10s. 0d. per cent. per annum on the capital for the time being paid up thereon and the right in a winding up to payment off of capital and arrears of dividend whether earned or declared or not, down to the commencement of the winding up in priority to the Ordinary Shares but shall not confer any further right to participate in profits or assets.

(ii) The Preference Shares shall not confer on the holders thereof for the time being the right to receive notice of or attend or vote either in person or by proxy at any General Meeting of the Company unless either:—

(a) At the date of the notice convening the meeting the dividend thereon is two years in arrear and so that for this purpose the dividend shall be deemed to be payable half-yearly on the first day of January and the first day of July in each year.

(b) The business of the meeting includes the consideration of a resolution for reducing the capital or for the sale of the undertaking of the Company or for altering the objects of the Company or for winding up the Company or any resolution varying or abrogating any of the special rights or privileges attached to the Preference Shares in which case they shall only be entitled to vote on any such resolution."


Secretary.

Number of
Company

758661



Form No. 10

CR 6 22/51

THE COMPANIES ACT, 1948

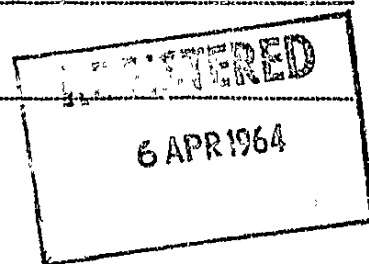
Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

ADAM LYTCHOE (FERTILISERS)

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

Layton & Sons
STATIONERY & PRINTING
30 Exchange Street East,
LIVERPOOL.

The Solicitors' Law Stationery Society, Limited
197-199 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 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
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

Adam Lythgoe (Fertilisers)

Limited, hereby gives you notice, pursuant to

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

Section 63 of the Companies Act, 1948, that by a * Special

Resolution of the Company dated the 18th day of March 1964.

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 80,000. beyond the Registered Capital of £ 1,000.

The additional Capital is divided as follows:—

Number of Shares
80,000

Class of Share
Preference

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:—

Fixed cumulative preferential dividend of £5.10.0. per cent per annum with the right in a winding up to payment of capital in priority to the Ordinary Shares. No voting rights conferred unless the dividend is in arrear for two years or on a resolution for reducing the capital or for the sale of the undertaking or for altering the objects or for winding up the Company or for varying or abrogating any of the special rights attached to the Preference Shares. The Preference Shares are not redeemable.

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

Signature

State whether Director
or Secretary

Secretary

Dated the 18th day of March 1964.

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

Number of
Company } 758661

Form No. 26a

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)



ced
h400

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital
OF

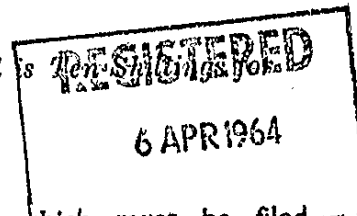
ADAM LYTGOE (FERTILISERS)

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 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.)

Presented by

Layton & Co.

STATIONERY SOCIETY, LIMITED.
30 Exchange Street East,

Liverpool 2.
COMPANY DEPARTMENT

The Solicitors' Law Stationery Society, Limited.
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 53-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

ADAM LYNHGOE (FERTILISERS)

Limited

has by a Resolution of the Company dated
18th March 1964 been increased by
the addition thereto of the sum of £ 80,000,
divided into :—

80,000 Preference Shares of £1 each

Shares of each

beyond the registered Capital of £1,000.

Signature

B. Johnson

(State whether Director or Secretary) Secretary.

Dated the 18th day of March 1964

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

Number of }
Company } 758661 / 20

THE COMPANIES ACTS 1948 TO 1967

Notice of place where copies of Directors' written service
contracts or memorandums thereof are kept or of
any change in that place

(Pursuant to section 26 (3) of the Companies Act 1967)

Insert the
Name of
the Company { ADAM LYTGOE (FERTILISERS)
LIMITED

To the REGISTRAR OF COMPANIES.

The above-named company hereby gives you notice, in accordance with
subsection (3) of section 26 of the Companies Act 1967, that copies of Directors'
written service contracts or memorandums thereof are kept at

Beach House,

Hob Hey Lane,

Culcheth, Warrington,

Lancashire.

Signed

B. Johnson

State whether Director or Secretary

Secretary.

Date 27th October, 1967.

Presented by :

Presentor's reference : CJ/MS.

The Secretary,

Adam Lythgoe (Fertilisers) Limited,

Wigshaw Grange,

Culcheth, Warrington,

Lancashire.



Form No. R5
(No fee payable)

THE COMPANIES ACTS 1948 TO 1967

Notice of place where Register of Directors' interests
in shares in, or debentures of, a company or its associated
companies is kept or of any change in that place

(Pursuant to section 29 (8) of the Companies Act 1967)

Insert the
Name of
the Company } ADAM LYTGOE (FERTILISERS)
LIMITED

To the REGISTRAR OF COMPANIES.

The above-named company hereby gives you notice, in accordance with
subsection (8) of section 29 of the Companies Act 1967, that the register of Directors'
interests in shares in, or debentures of, the company or any associated companies
is kept at.....

Beech House,

Rob Hey Lane,

Culcheth,

Warrington, Lancashire.

Signed.....

B. Johnson

State whether Director or Secretary..... Secretary.

Date..... 27th October, 1967.

Presented by :

Presentor's reference : CJ/MAS.

The Secretary,

Adam Lythgoe (Fertilisers) Limited,

Wigshaw Grange,

Culcheth, Warrington,

Lancashire.



Company Number 758661

25559/5
35
fio
The Companies Acts, 1948 to 1967

COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTION.

of

ADAM LYTHGOE (FERTILISERS) LIMITED

Passed on the 28th day of July 1973

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the twenty eighth day of July 1973, the subjoined SPECIAL RESOLUTION was duly passed, viz:-

RESOLUTION

That the name of the Company be changed to "ADAM LYTHGOE LIMITED"

John L. L. L.
Chairman of the Meeting.





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 758661

136

I hereby certify that

ADAM LYTHGOE (FERTILISERS) LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

ADAM LYTHGOE LIMITED

Given under my hand at London the 24th August 1973

N Taylor

(N. TAYLOR)

Assistant Registrar of Companies

NO. OF COMPANY

758661

44

THE COMPANIES ACT, 1948.

Notice of Place where Register of Members
is kept or of any Change in that place.

Pursuant to Section 110 (3).

To the REGISTRAR OF COMPANIES.

ADAM LYTHGOE

LIMITED

hereby gives you notice, in accordance with subsection (3) of Section 110 of the
Companies Act, 1948, that the Register of Members of the Company is kept at

SWINHOE HOUSE, CULCHETH, WARRINGTON WA3 4NH

(Signature)

Adam Lythgoe

(State whether Director or Secretary) SECRETARY

DATED the 20 day of MAY 1976

NOTE:—This notice must be forwarded to the Registrar of Companies within 14 days after the date of
the incorporation of the Company or of the change, as the case may be.

Cat. No. C.F. 103

JORDAN & SONS LIMITED

International Law Agents, Consultants and Publishers

82 City Road London EC1Y 2BX

Telephone: 01-253 6214 Telex No. 261010

Presented by A.M. YATES

ADAM LYTHGOE

Document Filer's Reference.
AMY/EW

SWINHOE HOUSE, CULCHETH, WARRINGTON WA3 4NH

This margin to be reserved for binding.

No. OF COMPANY.....

78661/45

THE COMPANIES ACTS 1948 TO 1967.

Notice of place where copies of Directors' written
service contracts or memorandums thereof are kept
or of any change in that place.

Pursuant to Section 26 (3) of the Companies Act 1967.

Name of Company..... ADAM LYTHGOE

LIMITED

To the REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, in accordance with subsection
(3) of Section 26 of the Companies Act 1967, that copies of Directors' written service
contracts or memorandums thereof are kept at

SWINHOE HOUSE, CULCHETH, WARRINGTON WA3 4NH

(Signed).....

Adrian

SECRETARY

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

DATE..... 20TH MAY..... 19 76

CAT. No. CFR.5.

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

52900 (C)

Presented by A.M. YATES
ADAM LYTHGOE LIMITED

Presenter's Reference
AMY/EW

SWINHOE HOUSE

CULCHETH, WARRINGTON WA3 4NH

No. of
Company } 758661 / 46

Form No. R.6.
NO FEE PAYABLE

THE COMPANIES ACTS 1948 to 1967

NOTICE OF PLACE WHERE REGISTER OF DIRECTORS' INTERESTS IN SHARES IN, OR DEBENTURES OF, A COMPANY OR ITS ASSOCIATED COMPANIES IS KEPT OR OF ANY CHANGE IN THAT PLACE.

Pursuant to Section 29(8) of the Companies Act 1967.

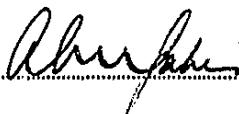
Name of
Company } ADAM LYTHGOE.....Limited

To the Registrar of Companies.

The above-named company hereby gives you notice, in accordance with subsection (8) of Section 29 of the Companies Act 1967, that the register of Directors' interests in shares in, or debentures of, the company or any associated companies is kept at

SWINHOE HOUSE, CULCHETH, WARRINGTON WA3 4NH

Signed.....



State whether Director or Secretary.....SECRETARY

Date.....20TH MAY 1976

Presented by A.M. Yates,

ADAM LYTHGOE LIMITED, SWINHOE HOUSE, CULCHETH, WARRINGTON WA3 4NH

Presentor's reference.....AMY/EW

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

Holywell House, Worship Street, London. EC2A 2EN

STP
PRIVE

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

ADAM LYTHCKE LIMITED

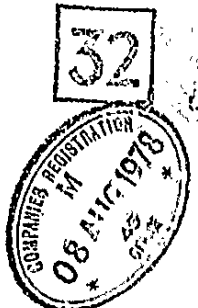
Passed on the 4th day of July 1978

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Swinhoe House, Culcheth, Warrington, Cheshire, on Tuesday, 4th July 1978, (inter alia) the following Resolutions were passed as SPECIAL RESOLUTIONS :-

SPECIAL RESOLUTIONS

1. That the Memorandum of Association of the Company be altered by the deletion of the existing Clause 30(2) and the substitution of the following new Clause :-

"To establish and maintain or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or non-contributory) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, lump sums, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company in business or of any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, husbands, widowers, families, relatives and dependents of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of, the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards and insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any institution, or for any public, general or special object, and to do any of the above or any other thing which is in conjunction with any and every company as aforesaid."



INDISTINCT ORIGINAL

2. That the Articles in the form of the draft annexed hereto be and are hereby adopted as the Articles of Association of the Company to the exclusion of all present Articles of Association of the Company.

John L. ...
John L. ...
Chairman

THE COMPANIES ACTS, 1929 to 1976

COMPANY LIMITED BY SHARES

New Articles of Association

(Adopted by Special Resolution passed 4th July 1978)

OF

ADAM LYTNGOE

LIMITED

PRELIMINARY

1. The Company shall be a Private Company within the meaning of the Companies Act, 1948 (as amended) ("the Act") and the regulations contained in Part II of Table A in the First Schedule to the Act shall apply to the Company save in so far as they are excluded or varied hereby. Part I of Table A in the First Schedule to the Act is hereinafter referred to as "Table A".

SHARE CAPITAL

2. 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, but subject to the provisions of any agreement binding on the Company and, in the case of shares other than those in the original capital of the Company, subject to any directions contained in the resolution of the Company creating the same.

LIEN

3. The lien conferred by regulation 11 of Table A shall extend to fully paid 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 several joint holders.

DIRECTORS

4. The minimum number of Directors shall be two and there shall be no maximum number. Regulation 75 of Table A shall not apply.

5. Any Director who is appointed to any executive office or who serves on any committee or otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

6. A Director shall not be required to hold any shares of the Company by way of qualification. Regulation 77 of Table A shall not apply.

BORROWING POWERS

7. The Directors may exercise all the powers conferred upon them by regulation 79 of Table A without any limit on the amount for the time being remaining undischarged of moneys so borrowed or secured and the proviso limiting such amount contained in that regulation shall not apply.

POWERS AND DUTIES OF DIRECTORS

8. Provided that a Director declares his interest in a contract or arrangement or proposed contract of arrangement with the Company in manner provided by Section 199 of the Act he shall be counted in the quorum of any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply.

9. The Directors shall have power to pay and agree to pay pensions or other retirement, superannuation, death or disability benefits to or to any person in respect of any Director or ex-Director who may hold or have held any executive office or any office of profit under the Company or any subsidiary of the Company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums. A Director may vote at a meeting of Directors in respect of any matter referred to in this Article, notwithstanding that he is personally interested in such matter and shall be counted in the quorum present at the meeting. Regulation 87 of Table A shall not apply.

10. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" at the end of regulation 86 in Part I of Table A shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

11. The office of Director shall be vacated if a Director:—

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- or
- (b) becomes incapable by reason of mental disorder within the meaning of the Mental Health Act 1959 of exercising

his functions as Director;
or

- (c) becomes prohibited from being a Director by reason of any order under Section 183 of the Act;
or
- (d) resigns his office in writing to the Company;
or
- (e) be removed from office under Section 184 of the Act or by Extraordinary Resolution of the Company;
or
- (f) is served with written notice under the hand of a Director or the Secretary of any Company which is for the time being the Company's Holding Company that the Board of Directors of such Company has resolved that his appointment be terminated;
or
- (g) has for more than six months been absent from the meetings of the Directors held within that period without permission of the Directors, and the Directors resolve that his office is vacated;

and regulation 88 of Table A shall not apply.

12. No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

ROTATION OF DIRECTORS

13. The Directors of the Company shall not retire by rotation, and regulations 89 to 94 (inclusive) of Table A shall not apply.

14. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board. Subject to Article 11 thereof and to regulation 96 of Table A a Director may be appointed under this Article to hold office for life or any other period or upon such terms in respect of his retirement as the Directors shall at the time of his appointment determine. Regulation 95 of Table A shall not apply.

MANAGING AND EXECUTIVE DIRECTORS

15. (a) The Directors may from time to time appoint one or more of their body to be holder of any executive office, including the office of Managing Director, or Joint Assistant or Deputy Managing Director, on such terms and for such period as they may determine.

(b) The appointment of any Director to the office of Managing Director, or Joint Assistant or Deputy Managing Director, shall be subject to termination if he ceases from any cause

to be a Director, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

(c) The appointment of any Director to any other executive office shall be subject to termination if he ceases from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

(d) The Directors may entrust to and confer upon any such appointee any of the powers exercisable by them upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers and may, without prejudice to any claim the appointee may have for damages for breach of the terms of his appointment or of any contract of service between him and the Company, from time to time revoke, withdraw, alter or vary all or any of such powers.

(e) Regulations 107 to 109 (inclusive) of Table A shall not apply.

ALTERNATE DIRECTORS

16. (a) A Director may in writing appoint any other Director, or any other person approved by the Directors, as his alternate and may at any time revoke such appointment.

(b) An alternate Director shall not be deemed to be the agent of his appointor, but shall be deemed to be an officer of the Company in his own right. An alternate Director shall not, as such, have any rights or powers other than those mentioned below.

(c) An alternate Director shall (subject to his being in the United Kingdom) be entitled to notice of meetings of Directors and of committees of Directors of which his appointor is a member (but without prejudice to his appointor's right to receive such notices), to attend, speak and vote as a Director at any meeting at which his appointor is not personally present, to be counted in reckoning whether a quorum is present thereat, and, in the absence of his appointor from the United Kingdom, to sign any written resolution of the Directors as provided by regulation 106 of Table A. A Director present at such meeting and appointed alternate for any other Directors shall have an additional vote for each of his appointors absent from the meeting.

(d) The appointor of an alternate Director may direct the payment to the alternate Director of part or all of the remuneration which would otherwise be payable to the appointor but, except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

(e) An alternate Director shall cease to be such if for any

reason his appointment be revoked or his appointor ceases to be a Director or if he ceases or would, if a Director in his own right, cease to be a Director in any of the circumstances mentioned in Article 11.

INDEMNITY

17. In addition to the indemnity contained in regulation 136 of Table A and subject to the provisions of Section 205 of the Act, 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 incurred by him in or about the execution of and discharge of the duties of his office.

Number of } 758661.166
Company }

Form No. 103
(No registration fee payable)

THE COMPANIES ACTS 1948 to 1967

Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3) of the Companies Act 1948)

Insert the
Name of
the Company

ADAM LYTHGOL LIMITED

Section 110 of the Companies Act 1948 provides that :—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place :

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by

Presentor's Reference, AMV.

THE SECRETARY

KAYPHOS WORKS GORSEY LANE

WIDNES WA8 0Y9.

Oyez Publishing Limited, Oyez House, 237 Long Lane, London SE1 4PU, a subsidiary of The Solicitors Law Stationery Society, Limited.

Companies 4D

*** F21721.3011-73



Notice of resignation of an auditor

J390

Pursuant to section 390 of the Companies Act 1985

Company number

758661

Name of Company ADAM LYTHGOE LIMITED

Registered Office SWINHOE HOUSE, CULCHETH, WARRINGTON, WA3 4NH

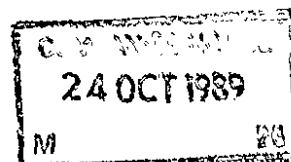
*delete as appropriate

☒ We* HASLAM, CHARTERED ACCOUNTANTS

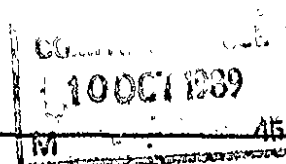
of 14 BOLD STREET, WARRINGTON, WA1 1DL

hereby give notice that in accordance with section 390 of the Companies Act 1985 ☒ we resign as auditor(s) of the above company as from from 18th September 1989

- (a) ☒ We confirm that in connection with ~~my~~/our resignation there are no circumstances which ☒ we consider should be brought to the notice of members or creditors of the company.
- (b) ~~I/We consider the following circumstances connected with my/our resignation should be brought to the notice of the members or creditors of the company:-~~



Signed R Nelson (PARTNER) Haslam



NOTE

- 1 A copy of this notice has to be sent to the Registrar of Companies within 14 days of its receipt at the Registered Office of the company
- 2 A copy of any circumstances stated at (b) above, to every person who under section 240 is entitled to be sent copies of the accounts

[COPY]

special resolution(s)

J378(2)

Company Number

name of company

758661

Adam Lythgoe

Limited

the Annual
At an ~~Extraordinary~~ General Meeting of the members of the above-named company, duly convened and
held at Swinhoe House, Culcheth, Warrington, Cheshire WA3 4NH
on the twenty fifth day of October 19 89
the following SPECIAL RESOLUTION(S) was/were duly passed:-

That Michael Arnold Russell Johnson, Chartered Accountant,
of the firm of P.A. Hull & Co., of Beech House, Ladies Lane,
Hindley, Wigan, WN2 3AE who, on the 28th day of September 1989
was appointed by the Directors of the Company as the Auditor
of the Company, in accordance with the powers conferred upon
them by Section 384 (4) of the Companies Act 1985, to fill
the vacancy created by the resignation as auditors of
Haslams of 14 Bold Street, Warrington, WA1 1DL, be and he is
hereby re-appointed by the Company as Auditor of the Company,
in accordance with Section 388 (1)(c) of the Companies Act 1985,
to hold office until the next Annual General Meeting of the
Company and that his remuneration shall be such sum as he and
the Directors of the Company shall agree.

SIGNED

Director

NOTES:

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

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON EC1A 3BE
TELEPHONE 01 253 3030
TELEFAX 01 253 3030



Notice of resignation of an auditor

J392

Pursuant to section 392 of the Companies Act 1985
as inserted by section 122 of the Companies Act 1989

Company Number

758661

Name of Company ADAM LYTHGOE LIMITED

Registered Office SWINHOE HOUSE 1A HOB HEY LANE
CULCHETH WARRINGTON WA3 4NH

* delete as
appropriate

I/We* M A R JOHNSON REGISTERED AUDITOR

of THE COPPICE TABLEY ROAD

KNUTSFORD CHESHIRE

hereby give notice that in accordance with section 392 of the Companies Act 1985 I/we resign as
auditor(s) of the above company as from 30th APRIL 1993

Signed 

NOTE

1. This notice is not effective unless accompanied by form J394.

2. A copy of this notice has to be sent to the Registrar of Companies within 14 days of its deposit at the Registered Office of the company.

**Statement by person ceasing
to hold office as auditor**

J394

Pursuant to section 394 of the Companies Act 1985
as inserted by section 123 of the Companies Act 1989

Company Number

758661

Name of Company ADAM LYTHGOE LIMITED

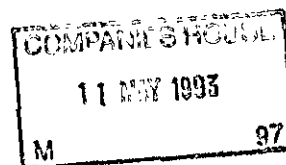
Registered Office SWINHOE HOUSE 1A HOB HEY LANE
CULCHETH WARRINGTON WA3 4NH

* delete as
appropriate

I/We* M A R JOHNSON REGISTERED AUDITOR
of THE COPPICE TABLEY ROAD
KNUTSFORD CHESHIRE

hereby give notice in accordance with section 394 of the Companies Act 1985 that

- (a) I/We confirm that in connection with my/our ceasing to hold office there are no circumstances which I/we consider should be brought to the notice of members or creditors of the company.
- (b) ~~XXXXXX I/We confirm that in connection with my/our ceasing to hold office there are no circumstances which I/we consider should be brought to the notice of members or creditors of the company.~~



Signed MAN JI

NOTE

1. A copy of this notice has to be sent to the Registrar of Companies within 14 days of its receipt at the Registered Office of the company.
2. A copy of any circumstances stated at (b) above, to every person who under the Companies Act 1985 is entitled to be sent copies of the accounts.

Jordans

Jordan & Sons Limited

21 St Thomas Street Bristol BS1 6JS Tel 0272 230600 Telex 449119

790