

412

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

*Insert full name
of Company

Company number

T - T - T
 I I
 L - L - L

1672845

Name of Company _____

DARKMIST

LIMITED

of 47 Brunswick Place

London, N1 6EE.

do solemnly and sincerely declare that I am + a Solicitor of the
Supreme Court of Judicature engaged in the formation
of *

DARKMIST

LIMITED.

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at 7 Moon Street,

London, N1.

Signature of Declarant

the first day of June

One thousand nine hundred and eighty-two

before me, _____
A Commissioner for Oaths or Notary Public or Justice of the
Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

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

For official use

New companies section

Post room



Printed & Supplied by:—

Jordan & Sons Limited Legal and Information Services, Printers and Publishers,
Jordan House, 47 Brunswick Place, London N1 6EE, Telephone: 01-253 3030 Telex: 261010

Statement on formation of a company to be incorporated with limited liability under the Companies Act 1948

Pursuant to Part V of the Finance Act 1973

Please do not write in this binding margin

For official use Company number

Please do not write in the space below. For Inland Revenue use only

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

Name of company

[] [] []

[] [] []

2

1072845

DARKMIST

Limited*

* delete if inappropriate

† Distinguish between ordinary preference, etc.

A Nominal Capital		£100	
Description of shares †	ORD		
B Nominal value of each share	£ 1	£	£
C Number of shares taken on incorporation	TWO		
D Total amount payable on each (including premium, if any)	£ NIL	£	£
E Amount paid or due and payable on each	£ NIL	£	£
F Total amount paid or due and payable in respect of C		£ NIL	
G Capital duty payable on F at £1 per £100 or part of £100		£ NIL	

Notes

This form must be delivered to the Registrar of the Companies when applying for incorporation of the company.

If amounts are contributed otherwise than in cash, that fact with full particulars must be stated and attached to this form.



Please tick box if attached

I hereby certify that the above particulars are correct in all respects

Signed [Signature] (Subscriber)

Date 01 JUN 1982

pp. Jordan & Sons Limited

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



For official use

Capital section

Post room



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THE COMPANIES ACTS 1948 to 1981

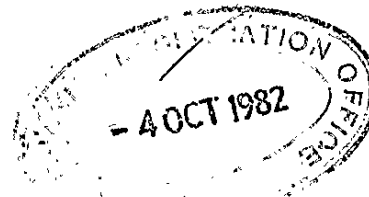
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

DARKMIST LIMITED

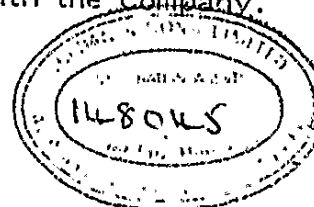


1672845



1. The name of the Company is **DARKMIST 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 all or any of the businesses of general and electrical engineers, manufacturers, designers, assemblers, importers, exporters, repairers, installers, maintainers, hirers, letters on hire, distributors, and agents for the sale of, and dealers in electrical goods, engineering and electrical equipment, plant, machinery, components, accessories, electrical appliances and supplies of every description, tools, jigs, dies and fixtures of all kinds, engineering and electrical consultants, production planners, prototype designers, draughtsmen and technicians, cable jointers, heating, lighting, radio and television engineers, designers, distributors, factors, manufacturers and merchants of, and dealers in mouldings, shapings, weldings, pressings, assemblies, repetition work and machined castings, metal founders, converters and moulders, millwrights, metallurgists, boilermakers, smiths and fitters, wiredrawers, tube makers, tin-plate workers, sheet metal manufacturers, workers and dealers, tanners, galvanisers, platers, annealers and enamellers, plastic workers and moulders, motor, mechanical, telecommunication, electrical, heating, ventilating, structural and civil engineers, garage and petrol filling station proprietors, haulage and transport contractors, railway, forwarding, passenger and freight agents, insurance and general commission agents and general merchants; to buy, sell, manufacture, repair, alter, manipulate and otherwise deal in vehicles, plant, machinery, fittings, furnishings and implements, tools, materials, products, articles and things capable of being used for the purpose of the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.



(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the

whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(u) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(v) To procure the Company to be registered or recognised in any part of the world.

(w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or

otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided
into 100 shares of £1 each.

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

Names, addresses and descriptions of Subscribers	Number of shares taken by each Subscriber
--	---



Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX
Commercial Manager.

- One



Christopher Charles Hadler,
15, Pembroke Road
Bristol. BS99 7DX
Commercial Manager.

- One

Dated **21** JUN 1982

Witness to the above Signatures:-



Errol Sandiford,
15, Pembroke Road
Bristol. BS99 7DX
Clerk.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

DARKMIST LIMITED

PRELIMINARY

1. The Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1981 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

ALLOTMENT OF SHARES

2. (a) After the initial allotment of shares by the Directors any further shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members. In accordance with Section 17(9) of the Companies Act 1980 Sub-sections (1), (6) and (7) of the said Section 17 shall be excluded from applying to the Company.

(b) Subject to the preceding paragraph (a) of this Article the Directors are generally and unconditionally authorised for the purposes of Section 14 of the Companies Act, 1980, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time be renewed or varied by Ordinary Resolution.

SHARES

3. The lien conferred by Clause 11 in Table A shall attach also to fully paid-up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 11 in Table A shall be modified accordingly.

4. The power of the Directors to make calls conferred by Clause 15 in Table A shall be modified by deleting from such Clause 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".

5. The liability of any Member in default in respect of a call shall be increased by the addition at the end of Clause 33 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

6. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditor for the time being of the Company.

7. Clause 54 in Table A shall be read and construed as if the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved" were added at the end.

8. 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. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members.

Clause 73A in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

9. (a) Clause 75 in Table A shall not apply to the Company.

(b) The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and Clause 99 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and accordingly

(i) Clauses 89, 90, 91, 92 and 94 in Table A shall not apply to the Company; and

(ii) Clause 95 in Table A shall be ended at the words "shall then be eligible for re-election" and the succeeding words shall not apply to the Company; and

(iii) Clause 97 in Table A shall be ended at the words "additional director" and the succeeding sentence shall not apply to the Company.

BORROWING POWERS

10. (a) The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 14 of the Companies Act 1980 to grant any mortgage, charge or standard security over its undertaking, property 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.

(b) Accordingly, Clause 79 in Table A shall not apply to the Company.

ALTERNATE DIRECTORS

11. (a) Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a resolution of the Directors, and, at any time, to terminate such appointment. Every appointment and removal of an alternate Director shall be in writing signed by the

appointor and (subject to any approval required) shall (unless the Directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company.

(b) An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

(c) An alternate Director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and to vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of all General Meetings.

(d) The appointment of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting.

(e) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

POWERS OF DIRECTORS

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

13. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Accordingly, Clause 87 in Table A shall not apply to the Company.

14. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings; and Clause 86 in Table A shall be modified accordingly.

15. Clause 88 in Table A shall be read and construed as if the words "becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs" were substituted for the words "becomes of unsound mind".

16. A resolution in writing pursuant to Clause 106 in Table A may consist of two or more documents in like form each signed by one or more of the Directors in such Clause referred to and the said Clause 106 shall be modified accordingly. The said Clause 106, modified as aforesaid, shall also apply to any resolution of a committee of Directors.

INDEMNITY

17. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act 1948 or Section 36 of the Companies Act 1980, in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948.

(b) Accordingly, Clause 136 in Table A shall not apply to the Company.

ADDITIONAL POWERS

18. Subject to the provisions of Part III of the Companies Act 1981 the Company may

(a) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder;

(b) purchase its own shares (including any redeemable shares);

(c) make a payment in respect of the redemption or purchase, under Section 45 or (as the case may be) Section 46 of the Companies Act 1981 and the relevant power (a) or (b) above, of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by Section 54 of the Companies Act 1981.

Clause 3 in Table A shall not apply to the Company.

TRANSFER OF SHARES

19. A transfer of a fully paid share need not be executed by or on behalf of the transferee; and Clause 22 in Table A shall be modified accordingly.

20. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share and Clause 24 in Table A shall not apply to the Company.

Names, addresses and descriptions of Subscribers



Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.



Christopher Charles Hadler,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

Dated 1 JUN 1982

Witness to the above Signatures:-



Errol Sandiford,
15, Pembroke Road,
Bristol. BS99 7DX.
Clerk.



THE COMPANIES ACTS 1948 TO 1980

Form No 1

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

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

Please do not
write in this
binding margin



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

* delete if
inappropriate

Company number

Name of Company

1672845	
DARKMIST	Limited*

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

47, Brunswick Place,
London, N1 6EE

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

JORDAN & SONS LIMITED,
Jordan House,
47, Brunswick Place, London N1 6EE

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

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Presenter's
reference (if any):

For official use
General section

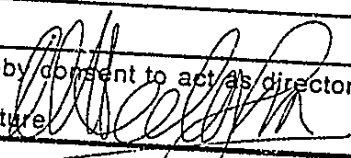
Post room



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Jordan & Sons Limited Legal and Information Services, Printers and Publishers,
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

DIRECTOR

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

Name (note 2) DAVID STEWART HODGSON	Business occupation
Former name(s) (note 3) NONE	COMMERCIAL MANAGER
Address (note 4) 47, Brunswick Place, London N1 6EE	Nationality BRITISH
Particulars of other directorships (note 5) NONE	Date of birth (where applicable) (note 6)
I hereby consent to act as director of the company named on page 1	
Signature 	Date 01 JUN 1982

Please do not write in this binding margin

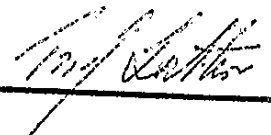


Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

SECRETARY

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7) MAVIS JUNE LATTER
Former name(s) (note 3) NONE
Address (notes 4 & 7) 47, Brunswick Place, London N1 6EE
I hereby consent to act as secretary of the company named on page 1
Signature 
Date 01 JUN 1982

Please do not write in this binding margin



Important

The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

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

Signature 

[Agent]† Date 01 JUN 1982

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

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1672845

I hereby certify that

DARKMIST LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 20TH OCTOBER 1982

A handwritten signature in dark ink, appearing to read 'R. Wilson', written over a faint circular stamp.

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 TO 1980

Notice of accounting reference date

Pursuant to section 2(1) of the Companies Act 1976

Please do not
write in this
binding margin

To the Registrar of Companies

For official use

Company number



1672845

Name of company

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

DARKHIST

Limited*

*delete if
inappropriate

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important
The accounting
reference date
to be entered
alongside
should be
completed as
in the following
examples:

31 March

Day Month

3 1 0 3

5 April

Day Month

0 5 0 4

31 December

Day Month

3 1 1 2

Please mark X in the box below if a public company

Day Month

3 0 1 1

Signed J. Boush [Director][Secretary]† Date 22/12/82

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

JJC/10914
FENWICK P. MUNNAM & CO
5-9 GREY STREET
NEWCASTLE UPON TYNE

For official use
General section

Post room



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A circular stamp, likely a library or archival mark, containing the numbers 1227 and 183. The stamp is dark and somewhat faded, with the numbers clearly visible in the center.

J. Busw

A circular black and white stamp from the Immigration and Naturalization Service. The outer ring contains the text "IMMIGRATION AND NATURALIZATION SERVICE" at the top and "U.S. DEPARTMENT OF JUSTICE" at the bottom, separated by small stars. The center of the stamp features the date "18 FEB 1983" in a bold, sans-serif font.

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TEL 01 250 1841 TELEX 24853

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1672845 / 18.

I hereby certify that
DARKMIST LIMITED

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

DACRE-HALL ENGINEERING LIMITED

Given under my hand at Cardiff the 15TH MARCH 1983

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

P. WALKER

Assistant Registrar of Companies

No. of Company 1672845

119.

The Companies Acts 1948 to 1981

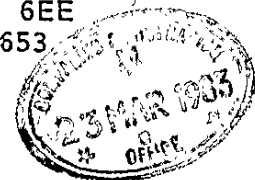
COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

DACRE-HALL ENGINEERING LIMITED

(Incorporated the 20th day of October 1982)

Hart & Co. Limited
Company Formation and Information Services
Printers and Publishers
47, Brunswick Place, London N1 6EE
Telephone 01-250-1841 Telex 24653



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

THIS DOCUMENT IS FILED PURSUANT
TO SECTION 9 OF THE EUROPEAN
COMMUNITIES ACT 1972.

MEMORANDUM OF ASSOCIATION OF

DACRE-HALL ENGINEERING LIMITED

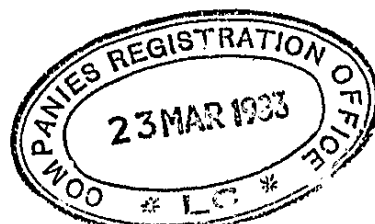
1. *The name of the Company is "DACRE-HALL ENGINEERING LIMITED".

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 all or any of the businesses of general and electrical engineers, manufacturers, designers, assemblers, importers, exporters, repairers, installers, maintainers, hirers, letters on hire, distributors, and agents for the sale of, and dealers in electrical goods, engineering and electrical equipment, plant, machinery, components, accessories, electrical appliances and supplies of every description, tools, jigs, dies and fixtures of all kinds, engineering and electrical consultants, production planners, prototype designers, draughtsmen and technicians, cable jointers, heating, lighting, radio and television engineers, designers, distributors, factors, manufacturers and merchants of, and dealers in mouldings, shapings, weldings, pressings, assemblies, repetition work and machined castings, metal founders, converters and moulders, millwrights, metallurgists, boilermakers, smiths and fitters, wiredrawers, tube makers, tin-plate workers, sheet metal manufacturers, workers and dealers, tinnerns, galvanisers, platers, annealers and enamellers, plastic workers and moulders, motor, mechanical, telecommunication, electrical, heating, ventilating, structural and civil engineers, garage and petrol filling station proprietors, haulage and transport contractors, railway, forwarding, passenger and freight agents, insurance and general commission agents and general merchants; to buy, sell, manufacture, repair, alter, manipulate and otherwise deal in vehicles, plant, machinery, fittings, furnishings and implements, tools, materials, products, articles and things capable of being used for the purpose of the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

*On the 15th day of March 1983, the name of the Company was changed from "Darkmist Limited".



(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the

whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(u) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(v) To procure the Company to be registered or recognised in any part of the world.

(w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or

otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

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

Names, addresses and descriptions of Subscribers	Number of shares taken by each Subscriber
--	---

Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX
Commercial Manager.

- One

Christopher Charles Hadler,
15, Pembroke Road
Bristol. BS99 7DX
Commercial Manager.

- One

Dated the 1st day of June 1982

Witness to the above Signatures:- Errol Sandiford,
15, Pembroke Road
Bristol. BS99 7DX
Clerk.

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

DACRE-HALL ENGINEERING LIMITED

PRELIMINARY

1. The Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1981 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

ALLOTMENT OF SHARES

2. (a) After the initial allotment of shares by the Directors any further shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members. In accordance with Section 17(9) of the Companies Act 1980 Sub-sections (1), (6) and (7) of the said Section 17 shall be excluded from applying to the Company.

(b) Subject to the preceding paragraph (a) of this Article the Directors are generally and unconditionally authorised for the purposes of Section 14 of the Companies Act, 1980, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time be renewed or varied by Ordinary Resolution.

SHARES

3. The lien conferred by Clause 11 in Table A shall attach also to fully paid-up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 11 in Table A shall be modified accordingly.

4. The power of the Directors to make calls conferred by Clause 15 in Table A shall be modified by deleting from such Clause 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".

5. The liability of any Member in default in respect of a call shall be increased by the addition at the end of Clause 33 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

6. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditor for the time being of the Company.

7. Clause 54 in Table A shall be read and construed as if the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved" were added at the end.

8. 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. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members.

Clause 73A in Table A shall not apply to the Company

APPOINTMENT OF DIRECTORS

9. (a) Clause 75 in Table A shall not apply to the Company.

(b) The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and Clause 99 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and accordingly

(i) Clauses 89, 90, 91, 92 and 94 in Table A shall not apply to the Company; and

(ii) Clause 95 in Table A shall be ended at the words "shall then be eligible for re-election" and the succeeding words shall not apply to the Company; and

(iii) Clause 97 in Table A shall be ended at the words "additional director" and the succeeding sentence shall not apply to the Company.

BORROWING POWERS

10. (a) The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 14 of the Companies Act 1980 to grant any mortgage, charge or standard security over its undertaking, property 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.

(b) Accordingly, Clause 79 in Table A shall not apply to the Company.

ALTERNATE DIRECTORS

11. (a) Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a resolution of the Directors, and, at any time, to terminate such appointment. Every appointment and removal of an alternate Director shall be in writing signed by the

appointor and (subject to any approval required) shall (unless the Directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company.

(b) An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

(c) An alternate Director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and to vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of all General Meetings.

(d) The appointment of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting.

(e) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

POWERS OF DIRECTORS

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

13. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Accordingly, Clause 87 in Table A shall not apply to the Company.

14. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings; and Clause 86 in Table A shall be modified accordingly.

15. Clause 88 in Table A shall be read and construed as if the words "becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs" were substituted for the words "becomes of unsound mind".

16. A resolution in writing pursuant to Clause 106 in Table A may consist of two or more documents in like form each signed by one or more of the Directors in such Clause referred to and the said Clause 106 shall be modified accordingly. The said Clause 106, modified as aforesaid, shall also apply to any resolution of a committee of Directors.

INDEMNITY

17. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act 1948 or Section 36 of the Companies Act 1980, in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948.

(b) Accordingly, Clause 136 in Table A shall not apply to the Company.

ADDITIONAL POWERS

18. Subject to the provisions of Part III of the Companies Act 1981 the Company may

(a) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder;

(b) purchase its own shares (including any redeemable shares);

(c) make a payment in respect of the redemption or purchase, under Section 45 or (as the case may be) Section 46 of the Companies Act 1981 and the relevant power (a) or (b) above, of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by Section 54 of the Companies Act 1981.

Clause 3 in Table A shall not apply to the Company.

TRANSFER OF SHARES

19. A transfer of a fully paid share need not be executed by or on behalf of the transferee; and Clause 22 in Table A shall be modified accordingly.

20. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share and Clause 24 in Table A shall not apply to the Company.

Names, addresses and descriptions of Subscribers

Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

Christopher Charles Hadler,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

Dated the 1st day of June 1982

Witness to the above Signatures:- Errol Sandiford,
15, Pembroke Road,
Bristol. BS99 7DX.
Clerk.

Creditors' voluntary winding up

Notice of appointment of liquidator

39d

L225/b NOV/LN

To the Registrar of Companies

For official use

Company number

26

1672845

Name of company

DACRE-HALL ENGINEERING

Limited*

Nature of business

GENERAL AND ELECTRICAL ENGINEERS

†delete as appropriate


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

Name(s) of Liquidator(s)	Address(es)
EDWARD TAYLOR	5-9, GREY STREET,
	NEWCASTLE UPON TYNE NE1 6AS

§ State how appointed, whether by the creditors of the company or by the court. See sections 237 & 304 of the Companies Act 1948

The appointment as liquidator(s) was by § CREDITORS OF THE COMPANY

on 30th October 19 85

Signature(s)† of Liquidator(s)	Date
	1st November, 1985

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

FENWICK PHANNAM & CO
5-9 GREY STREET,
NEWCASTLE UPON TYNE

For official use
Liquidation section

Post room



Time critical reference

COMPANY NO. 1672845

L 224/6 NOV/LN

25

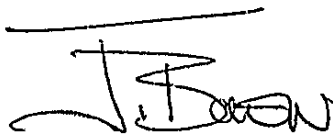
DACRE-HALL ENGINEERING LIMITED

Extraordinary Resolution passed 30th October, 1985

At an Extraordinary General Meeting of the Members of the above-named Company held at 5-9, Grey Street, Newcastle upon Tyne on Wednesday the 30th day of October, 1985 the following Extraordinary Resolution was duly passed:-

"That it has been proved to the satisfaction of this Meeting that the Company cannot, by reason of its liabilities, continue its business, and that it is advisable to wind up same, and accordingly that the Company be wound up voluntarily. That Mr. Edward Taylor, Certified Accountant of 5-9, Grey Street, Newcastle upon Tyne NE1 6AS be and is hereby appointed Liquidator of the Company."

At a subsequent Meeting of the Creditors of the above-named Company held at 5-9, Grey Street, Newcastle upon Tyne on the 30th day of October, 1985 the appointment of Mr. Edward Taylor as Liquidator of the Company was confirmed.



J. Bawn

Chairman of Both Meetings

PRESENTORS NAME.

FENWICK P. HUNNAM
5-9 GREY STREET
NEWCASTLE UPON TYNE



No. 93 (Rules 197, 198 and 201)
**AFFIDAVIT VERIFYING STATEMENT OF
LIQUIDATOR'S ACCOUNT**

UNDER SECTION 342
of the Companies Act 1948

No registration
fee charged

Insert the
Name
of the
Company

DACRE HALL ENGINEERING LIMITED

I, EDWARD TAYLOR

of 5/9 GREY STREET, NEWCASTLE UPON TYNE, NE1 6AS

the Liquidator of the above-named Company, make oath and say :—
That **the Account hereunto annexed, marked " B ", contains a
full and true account of my Receipts and Payments in the winding up
of the above-named Company, from the.....30TH.....day of
OCTOBER.....19 85 , to the.....29TH.....day of
OCTOBER.....19 86 , inclusive, *and that I have not, nor has
any other person by my order or for my use during such period, received
or paid any moneys on account of the said Company, *other than and
except the items mentioned and specified in the said Account.*

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

SWORN at NEWCASTLE UPON TYNE

this 6th day of February 1987

Before me,

A Solicitor

(or Notary Public or Justice of the Peace)

A. T. BRYSON
A solicitor empowered
to administer oaths

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

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



The Solicitors' Law Stationery Society, plc Oyez House, 27 Crimscoth Street, London SE1 5TS

Companies (WU) 2

5.85 B'HAM
5020035

No. 92 (Rules 197, 198 and 201)

No registration
fee payable.

[Re Dacre Hall Engineering Limited]

This is the Exhibit marked B referred to in the affidavit

of EDWARD TAYLOR

No. of } 1672845
Company }

sworn before me this 6th day of February 1985
A Solicitor.

Statement of Receipts and Payments and General Directions as to Statements

NAME OF COMPANY

..... Dacre Hall Engineering Limited

(1) Every statement must contain a detailed account of all the liquidator's realisations and disbursements in respect of the Company. The statement of realisations should contain a record of all receipts derived from assets existing at the date of the winding-up resolution and subsequently realised, including balance in Bank, Book Debts and Calls Collected, Property Sold, &c.; and the account of disbursements should contain all payments for costs and charges, or to creditors or contributories. Where property has been realised, the gross proceeds of sale must be entered under realisations, and the necessary payments incidental to sales must be entered as disbursements. These accounts should not contain payments into the Insolvency Services Account (except unclaimed dividends, see paragraph 4) or payments into or out of Bank, or temporary investments by the liquidator, or the proceeds of such investments when realised, which should be shown separately:—

Form and contents
of Statement.

(a) by means of the Bank Pass Book

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

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

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

Trading Account

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

Dividends, &c.

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

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

LIQUIDATOR'S STATEMENT OF ACCOUNT

pursuant to section 342 of the Companies Act 1948

Name of Company Dacre Hall Engineering Limited

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

..... CREDITORS VOLUNTARY WINDING UP

Date of Commencement of winding up 30TH OCTOBER 1985

Date to which Statement is brought down 29TH OCTOBER 1986

Name and Address of Liquidator EDWARD TAYLOR 5/9 GREY STREET, NEWCASTLE UPON TYNE, NE1 6AS

This Statement is required in duplicate

[P.T.O.]

LIQUIDATOR'S STATEMENT OF ACCOUNT

REALISATIONS

DATE	Of whom received	Nature of Assets realised	AMOUNT £	
		Brought forward ..		
1985				
Nov 6	Midland Bank Ltd	Cash at Bank	26	32
1986				
Jan 21	British Alcan Lynemouth	Book Debt	6889	60
Jan 29	Davidson & Co Ltd	Book Debt	2470	17
Jun 6	Matthew Hall Ortech Ltd	Book Debt	8669	46
16	M.H.S. (Holdings) Ltd	Book Debt	126	50
15	British Alcan Lynemouth	Book Debt	5531	74
20	Shacs Equipment Northumbria	Book Debt	60	38
27	Site Services (N.E) Ltd	Book Debt	299	00
* Carried forward ..			24073	17

*NOTE—No balance should be shown on this Account, but only the total Realisations and

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

pursuant to Section 342 of the Companies Act 1948.

DISBURSEMENTS

DATE	To whom Paid	Nature of Disbursements	AMOUNT £	
1985		Brought forward ..		
Nov 19	R. Ward & Son Ltd	File	3	75
	Hay & Kilner	Declaration	4	00
	Reynell & Son Ltd	Gazette Notice	43	70
		Local Advert	78	65
		VAT	18	35
	Reynell & Son Ltd	Gazette Notice	56	52
		VAT	8	48
	Jordan & Son Ltd	Search Fee	16	50
		VAT	2	33
	Executive Services	Hire of Room	50	00
		VAT	7	50
Dec 5	Jordan & Son Ltd	Search Fee	16	50
		VAT	2	32
6	Jordan & Son Ltd	Registration Fee	5	00
		VAT		75
* Carried forward ..			314	35

Disbursements, which should be carried forward to the next Account.

[P.T.O.]

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

ANALYSIS OF BALANCE

							£	
Total Realisations	..	..	..	..	..	..	24073	17
„ Disbursements	..	..	..	..	..	..	314	35
Balance							23758	72
The Balance is made up as follows:								
1. Cash in hands of Liquidator	..	..	..	..	..	..	23758	72
2. Total payments into Bank, including balance at date of commencement of winding up (<i>as per Bank Book</i>)	..					£ 24073.17	23758	72
Total withdrawals from Bank	..					314.35		
Balance at Bank	..	..	..	..	..	..
3. Amount in Insolvency Services Account	..	..	..	..	..	..
*4. Amounts invested by Liquidator	..	..					23758	72
Less Amounts realised from same	..	..				
Balance	..	..	..	..	..	..
Total Balance as shown above	..	..	..	..	..	..	23758	72

NOTE.—Full details of stocks purchased for investment and realisation thereof should be given in a separate statement.

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

NOTE—The Liquidator should also state—

- | | | |
|--|---|---|
| (1) The amount of the estimated assets and liabilities at the date of the commencement of the winding up | } | Assets (after deducting amounts charged to secured creditors and debenture holders) .. £ 23120.51
Liabilities—Secured creditors .. £ 7557.72
Debenture holders .. £ — —
Unsecured creditors £ 35392.28 |
| (2) The total amount of the capital paid up at the date of the commencement of the winding up | } | Paid up in cash £ 100.00
Issued as paid up otherwise than for cash £ — — |
| (3) The general description and estimated value of outstanding assets (if any) | } | Book Debts |
| (4) The causes which delay the termination of the winding up | } | Collection of Book Debts |
| (5) The period within which the winding up may probably be completed | } | Not Known |



number of company
form No. WUR 93
no filing fee payable

affidavit⁽¹⁾

verifying statement of liquidator's account

under section 342 of the Companies Act 1948 and pursuant to
rules 197, 198 and 201 of the Companies (Winding-up) Rules 1949

name of company

..... Dacre Hall Engineering Limited

I, EDWARD TAYLOR

of 5/9 GREY STREET, NEWCASTLE UPON TYNE, NE1 6AS

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

That (2)*the Account hereunto annexed, marked "B", contains a full and true account of my Receipts and Payments in the winding-up of the above-named Company*

from the 30TH day of OCTOBER 19 86

to the 20TH day of APRIL 19 87

inclusive, (2)*and that I have not, nor has any other person by my order or for my use during such period, received or paid any moneys on account of the said Company, (2)other than and except the items mentioned and specified in the said Account.*

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

SWORN at NEWCASTLE UPON TYNE

this 28th day of July, 19 87

before me

G. Dwyer
A Commissioner for Oaths (or Notary Public or Justice of the Peace)

A. T. BRYSON
A solicitor empowered
to administer oaths

NOTES:

- (1) This Affidavit is not required in duplicate, but it must in every case be accompanied by a Statement on Form WUR 92 which has to be in duplicate.
(2) If no Receipts or Payments, strike out the words in italics.

Presented by E. TAYLOR

5/9 GREY STREET,
NEWCASTLE UPON TYNE, NE1 6AS

Presenter's Reference ET/AMM



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Jordan & Sons Limited Company Formation and Information Services and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

No. 92 (Rules 197, 198 and 201)No registration
fee payable.

[Re DACRE HALL ENGINEERING LIMITED]

This is the Exhibit marked B referred to in the affidavit

of EDWARD TAYLOR

No. of } 1672845
Company }

sworn before me this 28th day of July,

19 87

A Solicitor.

Statement of Receipts and Payments and General Directions as to StatementsNAME OF COMPANY DACRE HALL ENGINEERING LIMITED

(1) Every statement must contain a detailed account of all the liquidator's realisations and disbursements in respect of the Company. The statement of realisations should contain a record of all receipts derived from assets existing at the date of the winding-up resolution and subsequently realised, including balance in Bank, Book Debts and Calls Collected, Property Sold, &c.; and the account of disbursements should contain all payments for costs and charges, or to creditors or contributories. Where property has been realised, the gross proceeds of sale must be entered under realisations, and the necessary payments incidental to sales must be entered as disbursements. These accounts should not contain payments into the Insolvency Services Account (except unclaimed dividends, see paragraph 4) or payments into or out of Bank, or temporary investments by the liquidator, or the proceeds of such investments when realised, which should be shown separately:—

Form and contents
of Statement.

(a) by means of the Bank Pass Book

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

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

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

Trading Account

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

Dividends, &c.

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

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

LIQUIDATOR'S STATEMENT OF ACCOUNT

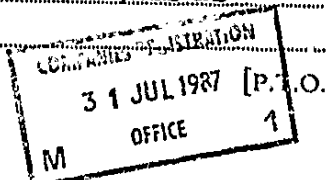
pursuant to section 342 of the Companies Act 1948

Name of Company DACRE HALL ENGINEERING LIMITED

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

CREDITORS VOLUNTARY WINDING UPDate of Commencement of winding up 30TH OCTOBER 1985Date to which Statement is brought down 29TH APRIL 1987Name and Address of Liquidator EDWARD TAYLOR 5/9 GREY STREET, NEWCASTLE UPON TYNE, NE1 6AS

This Statement is required in duplicate



LIQUIDATOR'S STATEMENT OF ACCOUNT

REALISATIONS

DATE	Of whom received	Nature of Assets realised	AMOUNT £	
1987		Brought forward ..	24073	17
FEB 17	Customs and Excise	VAT Refund	39	73
* Carried forward ..			24112	90

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

*NOTE—No balance should be shown on this Account, but only the total Realisations and

pursuant to Section 342 of the Companies Act 1948.

[illegible]

Disbursements, which should be carried forward to the next Account.

[P.T.O.]

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

ANALYSIS OF BALANCE

Total Realisations							£	
„ Disbursements							24112	90
							318	10
						Balance ..	23794	80
The Balance is made up as follows:								
1. Cash in hands of Liquidator								
2. Total payments into Bank, including balance at date of commencement of winding up (<i>as per Bank Book</i>) ..					£			
Total withdrawals from Bank					24112.90			
Balance at Bank					318.10			
3. Amount in Insolvency Services Account ..							23794	80
*4. Amounts invested by Liquidator								
Less Amounts realised from same. ..								
Balance								
Total Balance as shown above							23794	80

NOTE.—Full details of stocks purchased for investment and realisation thereof should be given in a separate statement.

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

NOTE—The Liquidator should also state—

- | | | |
|--|--|----------|
| (1) The amount of the estimated assets and liabilities at the date of the commencement of the winding up | } Assets (after deducting amounts charged to secured creditors and debenture holders)
Liabilities—Secured creditors .. £
Debenture holders .. £
Unsecured creditors £ | 23120.51 |
| | | 7557.72 |
| | | - - |
| | | 35392.28 |
| (2) The total amount of the capital paid up at the date of the commencement of the winding up | } Paid up in cash £
Issued as paid up otherwise than for cash £ | 100.00 |
| | | - - |
| (3) The general description and estimated value of outstanding assets (if any) | } BOOK DEBTS | |
| (4) The causes which delay the termination of the winding up | } COLLECTION OF BOOK DEBTS | |
| (5) The period within which the winding up may probably be completed | } NOT KNOWN | |



Rule 4.223-CVL The Insolvency Act 1986
Liquidator's Statement of
Receipts and Payments
Pursuant to Section 192 of the
Insolvency Act 1986

S. 192

For official use

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To the Registrar of Companies

Company Number

1672845

Name of Company

(a) Insert full name of company

(a)

DACRE HALL ENGINEERING

Limited

(b) Insert full name(s) and address(es)

I/VW8 (b) E. TAYLOR ESQ.,
 5/9 GREY STREET,
 NEWCASTLE UPON TYNE,
 NE1 6AS

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 LONDON W1 6EE
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Member of
 THE LAW SOCIETY'S
 ASSOCIATION

JWU68

the liquidator(s) of the company attach a copy of my/~~our~~ statement of Receipts and Payments under Section 192 of the Insolvency Act 1986

Signed

Date

3/3/88

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

ET/AMM

5/9 GREY STREET,
 NEWCASTLE UPON TYNE,
 NE1 6AS

For Official Use

Liquidation Section

Post Room

COMPANIES REGISTRATION

L - 7 MAR 1988

M OFFICE

8

Statement of Receipts and Payments and General Directions as to Statements

The Insolvency Act 1986

Name of Company DACRE HALL ENGINEERING Limited

Company Number 1672845

(1) Form and Contents of Statement

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

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

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

(2) Trading Account

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

(3) Dividends, &c.

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

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

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

Liquidator's Statement of Account Pursuant to s.192 of the Insolvency Act 1986

Name of Company DACRE HALL ENGINEERING LIMITED

Nature of proceedings (*whether a members' or creditors' voluntary winding-up*) CREDITORS VOLUNTARY WINDING UP

Date of commencement of winding-up 30TH OCTOBER 1985

Date to which statement is brought down 29TH OCTOBER 1987

Name and address of liquidator E. TAYLOR ESQ., 5/9 GREY STREET, NEWCASTLE UPON TYNE, NE1 6AS

This statement is required in duplicate

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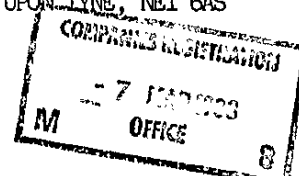
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LONDON W1E 6EE
TELEPHONE 01 263 1030
TELEX 261010



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THE INSTITUTE OF
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(cont.)



Liquidator's Statement of Accounts Pursuant to s.192 of the
Insolvency Act 1986

Realisations			
Date	Received from	Nature of Assets Realised	Amount £
		Brought forward	24112.90
1987 May 29	TMC Executive Services	Debts Collected	101.20
		Carried forward	24214.10

Notes:

No balance should be shown on this account, but only the total Realisations and Disbursements, which should be carried forward to the next account.

Disbursements			
Date	Paid to	Nature of Disbursements	Amount £
1987		Brought forward	318.10
May 29	TMC Executive Services	Debt Collection Costs	25.30
		VAT	3.80
June 26	A.T.Bryson	Affidavit	3.75
July 3	Dept. of Trade	Fee	280.00
		Carried forward	630.95

Analysis of Balance:

Total Realisations	£ 24214.10
Total Disbursements	630.95
Balance	<u>23583.15</u>

The Balance is made up as follows:

1. Cash in hands of liquidator	£
2. Total payments into Bank, including balance at date of commencement of winding up (as per Bank Book)	24214.10
Total withdrawals from Bank	<u>22750.95</u>
Balance	<u>1463.15</u>
3. Amount in Insolvency Services Account	<u>22120.00</u>
4. Amounts invested by liquidator	_____
less Amounts realised from the same	_____
Balance	_____
Total Balance as shown above	<u>23583.15</u>

Full details of stocks purchased for investment and realisation should be given in a separate statement

The investment or deposit of money by the liquidator does not withdraw it from the operation of general regulations. Any such investments representing money held for six months or upwards must be realised and paid into the Insolvency Services Account. This is except in the case of investments in Government securities, the transfer of which to the control of the Secretary of State for Trade and Industry will be accepted as a sufficient compliance with the terms of the regulations.

The liquidator should also state:—

1. The amount of the estimated assets and liabilities at the date of the commencement of the winding up	{ Assets (after deducting amounts charged to secured creditors and debenture holders)	£ 23120.51
	{ Liabilities: secured creditors	<u>7557.72</u>
	debenture holders	_____
	unsecured creditors	<u>35392.28</u>
2. The total amount of the capital paid up at the date of commencement of the winding up	{ Paid up in cash	<u>100.00</u>
	{ Issued as paid up otherwise than for cash	_____
3. The general description and estimated value of out-standing assets (if any)	NONE	
4. The causes which delay the termination of the winding up	NONE	
5. The period within which the winding up may probably be completed	ARRANGEMENTS IN HAND TO CLOSE	

Form 4.68

Rule 4.223-CVL The Insolvency Act 1986
Liquidator's Statement of
Receipts and Payments
Pursuant to Section 192 of the
Insolvency Act 1986

S.192

For official use

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To the Registrar of Companies

Company Number

1672845

Name of Company

(a) Insert full name of
company

(a)

DACRE HALL ENGINEERING

Limited

(b) Insert full name(s)
and address(es)

I/VW8 (b)

E. TAYLOR ESQ.,
5/9 GREY STREET,
NEWCASTLE UPON TYNE,
NE1 6AS

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BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 2037
TELEX 261010



Member of
THE LONDON & LANCASHIRE
ASSURANCE CO.

JWU68

the liquidator(s) of the company attach a copy of my/our statement of Receipts
and Payments under Section 192 of the Insolvency Act 1986

Signed

Date

6/9/88

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

ET/AMM
5/9 GREY STREET,
NEWCASTLE UPON TYNE,
NE1 6AS

For Official Use

Liquidation Section

Post Room

Form 4.68 contd.

Statement of Receipts and Payments under section 192 of the Insolvency Act 1986

Name of company	DACRE HALL ENGINEERING LIMITED
Company's registered number	1672845
State whether members' or creditors' voluntary winding up	CREDITORS VOLUNTARY WINDING UP
Date of commencement of winding up	30TH OCTOBER 1985
Date to which this statement is brought down	29TH APRIL 1988
Name and address of liquidator	E.TAYLOR ESQ., 5/9 GREY STREET, NEWCASTLE UPON TYNE, NE1 6AS

NOTES

You should read these notes carefully before completing the forms. The notes do not form part of the return to be sent to the registrar of companies.

Form and Contents of Statement

(1) Every statement must contain a detailed account of all the liquidator's realisations and disbursements in respect of the company. The statement of realisations should contain a record of all receipts derived from assets existing at the date of the winding-up resolution and subsequently realised, including balance at bank, book debts and calls collected, property sold, etc, and the account of disbursements should contain all payments for costs, charges and expenses, or to creditors or contributories. Receipts derived from deposit accounts and money market deposits are to be included in the 'balance at bank'. Only actual investments are to be included in the 'amounts invested' section in the analysis of balance on page 5 of the form. Where property has been realised, the gross proceeds of sale must be entered under realisations and the necessary payments incidental to sales must be entered as disbursements. A payment into the Insolvency Services Account is not a disbursement and should not be shown as such; nor are payments into a bank, building society or any other financial institution. However, the interest received on any investment should be shown in the realisations. Each receipt and payment must be entered in the account in such a manner as sufficiently to explain its nature. The receipts and payments must severally be added up at the foot of each sheet and the totals carried forward from one account to another without any intermediate balance, so that the gross totals represent the total amounts received and paid by the liquidator respectively.

Trading Account

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

Dividends

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

(4) When unclaimed dividends, etc are paid into the Insolvency Services Account, the total amount so paid in should be entered in the statement of disbursements as one sum. The items to be paid in relation to unclaimed dividends should first be included in the realisations side of the account.

(5) Credit should not be taken in the statement of disbursements for any amount in respect of liquidator's remuneration unless it has been duly allowed by resolutions of the liquidation committee or of the creditors or of the company in general meeting, or by order of the court as the case may require, or is otherwise allowable under the provisions of the Insolvency Rules.

(6) This statement of receipts and payments is required in duplicate.

Liquidator's statement of account
under section 192 of the Insolvency Act 1986

Realisations			
Date	Of whom received	Nature of assets realised	Amount
1988		Brought forward	£ 24214.10
Mar 28	Dept. of Trade	Interest 175.56 Tax 47.40	128.16
Carried forward			24342.26

Note: No balance should be shown on this account but only the total realisations and

[illegible]

disbursements which should be carried forward to the next account

Rule 4.223-CVL The Insolvency Act 1986
Liquidator's Statement of
Receipts and Payments
Pursuant to Section 192 of the
Insolvency Act 1986

S.192

For official use

To the Registrar of Companies

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Company Number

1672845

Name of Company

(a) Insert full name of company

(a)

DACRE HALL ENGINEERING

Limited

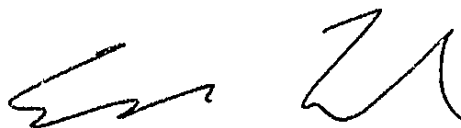
(b) Insert full name(s) and address(es)

I/We (b)

EDWARD TAYLOR
 5/9 GREY STREET
 NEWCASTLE UPON TYNE
 NE1 6AS

the liquidator(s) of the company attach a copy of my/~~our~~ statement of Receipts and Payments under Section 192 of the insolvency Act 1986

Signed



Date 8th November 1988

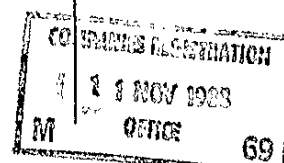
Presenter's name,
address and reference
(if any)

ET/AMM
 5/9 GREY STREET
 NEWCASTLE UPON TYNE
 NE1 6AS

For Official Use

Liquidation Section

Post Room



Statement of Receipts and Payments under section 192 of the Insolvency Act 1986

Name of company	DACRE HALL ENGINEERING LIMITED
Company's registered number	1672845
State whether members' or creditors' voluntary winding up	CREDITORS VOLUNTARY WINDING UP
Date of commencement of winding up	30TH OCTOBER 1985
Date to which this statement is brought down	29TH OCTOBER 1988
Name and address of liquidator	EDWARD TAYLOR 5/9 GREY STREET, NEWCASTLE UPON TYNE, NE1 6AS

NOTES

You should read these notes carefully before completing the forms. The notes do not form part of the return to be sent to the registrar of companies.

Form and Contents of Statement

(1) Every statement must contain a detailed account of all the liquidator's realisations and disbursements in respect of the company. The statement of realisations should contain a record of all receipts derived from assets existing at the date of the winding-up resolution and subsequently realised including balance at bank, book debts and calls collected, property sold, etc, and the account of disbursements should contain all payments for costs, charges and expenses, or to creditors or contributories. Receipts derived from deposit accounts and money market deposits are to be included in the 'balance at bank'. Only actual investments are to be included in the 'amounts invested' section in the analysis of balance on page 5 of the form. Where property has been realised, the gross proceeds of sale must be entered under realisations and the necessary payments incidental to sales must be entered as disbursements. A payment into the Insolvency Services Account is not a disbursement and should not be shown as such; nor are payments into a bank, building society or any other financial institution. However, the interest received on any investment should be shown in the realisations. Each receipt and payment must be entered in the account in such a manner as sufficiently to explain its nature. The receipts and payments must severally be added up at the foot of each sheet and the totals carried forward from one account to another without any intermediate balance, so that the gross totals represent the total amounts received and paid by the liquidator respectively.

Trading Account

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

Dividends

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

(4) When unclaimed dividends, etc are paid into the Insolvency Services Account, the total amount so paid in should be entered in the statement of disbursements as one sum. The items to be paid in relation to unclaimed dividends should first be included in the realisations side of the account.

(5) Credit should not be taken in the statement of disbursements for any amount in respect of liquidator's remuneration unless it has been duly allowed by resolutions of the liquidation committee or of the creditors or of the company in general meeting, or by order of the court as the case may require, or is otherwise allowable under the provisions of the Insolvency Rules.

(6) This statement of receipts and payments is required in duplicate.

Liquidator's statement of account
under section 192 of the Insolvency Act 1986

Realisations			
Date	Of whom received	Nature of assets realised	Amount
		Brought forward	£ 24342.26
1988			
May 28	Dept. of Trade	Interest 354.34 Tax 95.67	258.67
Carried forward			24600.00

Note: No balance should be shown on this account but only the total realisations and

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disbursements which should be carried forward to the next account.

Analysis of balance

												£
Total realisations	...	...	...	...	...	...	...	...	...	...	...	24600.93
Total disbursements	...	...	...	...	...	...	...	...	...	...	...	630.95
												Balance £
												23969.98
The balance is made up as follows—												
1. Cash in hands of liquidator	...	...	...	...	...	...	...	...	...	...	...	1463.15
2. Balance at bank	...	...	...	...	...	...	...	...	...	...	...	27155.83
3. Amount in Insolvency Services Account	...	...	...	...	...	...	...	...	...	...	...
												£
4.* Amounts invested by liquidator	...	...	...	...	...	...	...	...	...	...	...
Less: the cost of investments realised	...	...	...	...	...	...	...	...	...	...	...
Balance												
Total balance as shown above												£
												23969.98

[NOTE—Full details of stocks purchased for investment and any realisation of them should be given in a separate statement]

*The investment or deposit of money by the liquidator does not withdraw it from the operation of the Insolvency Regulations 1986, and any such investments representing money held for six months or upwards must be realised and paid into the Insolvency Services Account, except in the case of investments in Government securities, the transfer of which to the control of the Secretary of State will be accepted as a sufficient compliance with the terms of the Regulations.

The liquidator should also state—

(1) The amount of the estimated assets and liabilities at the date of the commencement of the winding up—

												£
Assets (after deducting amounts charged to secured creditors—including the holders of floating charges)	...	...	...	...	...	...	...	...	...	...	...	23120.51
Liabilities—Fixed charge creditors	...	...	...	...	...	...	...	...	...	...	...	7557.72
Floating charge holders	...	...	...	...	...	...	...	...	...	...	...	—
Unsecured creditors	...	...	...	...	...	...	...	...	...	...	...	35392.28

(2) The total amount of the capital paid up at the date of the commencement of the winding up—

Paid up in cash	...	...	...	...	...	...	...	...	...	...	...	100.00
Issued as paid up otherwise than for cash	...	...	...	...	...	...	...	...	...	...	...	—

(3) The general description and estimated value of any outstanding assets (if there is insufficient space here, attach a separate sheet) NONE

(4) Why the winding up cannot yet be concluded NONE

(5) The period within which the winding up is expected to be completed

ARRANGEMENTS BEING MADE TO CLOSE

Rule 4.223-CVL The Insolvency Act 1986
Liquidator's Statement of
Receipts and Payments
Pursuant to Section 192 of the
Insolvency Act 1986

S.192

To the Registrar of Companies

For official use

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Company Number

1672845

Name of Company

(a) Insert full name of
company

(a)

DACRE HALL ENGINEERING

Limited

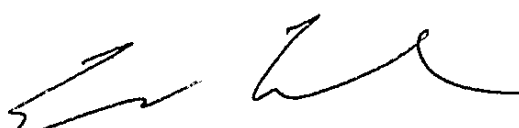
(b) Insert full name(s)
and address(es)

I/We (b)

EDWARD TAYLOR
5/9 GREY STREET
NEWCASTLE UPON TYNE
NE1 6AS

the liquidator(s) of the company attach a copy of my/~~our~~ statement of Receipts
and Payments under Section 192 of the Insolvency Act 1986

Signed



Date 13/4/89

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

ET/AMM
5/9 GREY STREET
NEWCASTLE UPON TYNE
NE1 6AS

For Official Use
Liquidation Section

Post Room
14 APR 1989
13

JWUG8
12.87

Jordans
LAW STATIONERS

Jordan & Sons Limited
21 St. Thomas Street, Bristol BS1 6JS Telephone 0272 230600 Telex 449119

Statement of Receipts and Payments under section 192 of the Insolvency Act 1986

Name of company	DACRE HALL ENGINEERING LIMITED
Company's registered number	1672845
State whether members' or creditors' voluntary winding up	CREDITORS VOLUNTARY WINDING UP
Date of commencement of winding up	30TH OCTOBER 1985
Date to which this statement is brought down	14TH MARCH 1989
Name and address of liquidator	EDWARD TAYLOR, 5/9 GREY STREET, NEWCASTLE UPON TYNE, NE1 6AS

NOTES

You should read these notes carefully before completing the forms. The notes do not form part of the return to be sent to the registrar of companies.

Form and Contents of Statement

(1) Every statement must contain a detailed account of all the liquidator's realisations and disbursements in respect of the company. The statement of realisations should contain a record of all receipts derived from assets existing at the date of the winding-up resolution and subsequently realised, including balance at bank, book debts and calls collected, property sold, etc, and the account of disbursements should contain all payments for costs, charges and expenses, or to creditors or contributories. Receipts derived from deposit accounts and money market deposits are to be included in the 'balance at bank'. Only actual investments are to be included in the 'amounts invested' section in the analysis of balance on page 5 of the form. Where property has been realised, the gross proceeds of sale must be entered under realisations and the necessary payments incidental to sales must be entered as disbursements. A payment into the Insolvency Services Account is not a disbursement and should not be shown as such; nor are payments into a bank, building society or any other financial institution. However, the interest received on any investment should be shown in the realisations. Each receipt and payment must be entered in the account in such a manner as sufficiently to explain its nature. The receipts and payments must severally be added up at the foot of each sheet and the totals carried forward from one account to another without any intermediate balance, so that the gross totals represent the total amounts received and paid by the liquidator respectively.

Trading Account

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

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

(4) When unclaimed dividends, etc are paid into the Insolvency Services Account, the total amount so paid in should be entered in the statement of disbursements as one sum. The items to be paid in relation to unclaimed dividends should first be included in the realisations side of the account.

(5) Credit should not be taken in the statement of disbursements for any amount in respect of liquidator's remuneration unless it has been duly allowed by resolutions of the liquidation committee or of the creditors or of the company in general meeting, or by order of the court as the case may require, or is otherwise allowable under the provisions of the Insolvency Rules.

(6) This statement of receipts and payments is required in duplicate.

Liquidator's statement of account
under section 192 of the Insolvency Act 1986

Realisations			
Date	Of whom received	Nature of assets realised	Amount
		Brought forward	£ 24600.93
1988			
Nov 9	Dept. of Trade	Interest 358.87 Tax 89.72	269.15
1989			
Jan 13	Dept. of Trade	Interest 219.13 Tax 54.78	164.35
31	Royal Bank of Scotland	Deposit Interest (Net)	1102.92
Mar 14	Customs and Excise	VAT Refund	905.87
Carried forward			27043.22

Note: No balance should be shown on this account but only the total realisations and

Disbursements			
Date	To whom paid	Nature of disbursements	Amount
		Brought forward	£ 630.95
1989			
Jan 20	Dept. of Trade	Fee	10.74
Feb 8	Preferential Creditors	Dividend of 40p in the £	
	Blyth Valley UDC	Rates	807.97
	Customs and Excise	VAT	7466.28
	DHSS	NIC	5902.49
	CIR	PAYE	4832.98
Feb 20	Reynell & Son Ltd	Gazette Notice	58.23
		VAT	8.73
Mar 8	E.Taylor	Liquidators Remuneration as fixed by the Committee of Inspection	
		15% on £26097.62 assets realised	3914.64
		10% on £19009.72 assets distributed	1900.97
		VAT	5815.61
			872.34
	F.P.Hurnan & Co.	Postages	151.30
		Duplicating & Forms	40.00
		Storage Fees	50.00
		VAT	13.50
		Travelling Expenses	324.60
Mar 14	TMC (Executive Services) Ltd	Hire of Room	50.00
		VAT	7.50
Carried forward			27043.22

disbursements which should be carried forward to the next account

Analysis of balance

Total realisations	£	27043.22
Total disbursements		27043.22
	Balance £	NIL
The balance is made up as follows—		
1. Cash in hands of liquidator		NIL
2. Balance at bank		
3. Amount in Insolvency Services Account		
4.* Amounts invested by liquidator	£	
Less: the cost of investments realised		
Balance		
Total balance as shown above	£	NIL

[NOTE—Full details of stocks purchased for investment and any realisation of them should be given in a separate statement]

* The investment or deposit of money by the liquidator does not withdraw it from the operation of the Insolvency Regulations 1986, and any such investments representing money held for six months or upwards must be realised and paid into the Insolvency Services Account, except in the case of investments in Government securities, the transfer of which to the control of the Secretary of State will be accepted as a sufficient compliance with the terms of the Regulations.

The liquidator should also state—

- (1) The amount of the estimated assets and liabilities at the date of the commencement of the winding up—

	£
Assets (after deducting amounts charged to secured creditors—including the holders of floating charges)	23120.51
Liabilities—Fixed charge creditors	7557.72
Floating charge holders	—
Unsecured creditors	35392.28

- (2) The total amount of the capital paid up at the date of the commencement of the winding up—

Paid up in cash	100.00
Issued as paid up otherwise than for cash	—

- (3) The general description and estimated value of any outstanding assets (if there is insufficient space here, attach a separate sheet) NONE

- (4) Why the winding up cannot yet be concluded NONE

- (5) The period within which the winding up is expected to be completed
LIQUIDATION COMPLETED

Section 106 The Insolvency Act 1986
 Return of Final Meeting in a
 Creditors' Voluntary Winding Up
 Pursuant to Section 106 of the
 Insolvency Act 1986

S.106

For official use

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To the Registrar of Companies

ACCOUNT RETURN OF FINAL MEETING		
MTG. HELD	DEEMED TO BE HELD	INIT.
14.3.89	14.4.89	20.4.89
DEEMED TO BE HELD ON:		20.7.89

Company Number

1672845

Name of Company

(a) Insert full name of company

(a)

DACRE HALL ENGINEERING

Limited

(b) Insert full name(s) and address(es)

I/We (b) EDWARD TAYLOR
 5/9 GREY STREET
 NEWCASTLE UPON TYNE
 NE1 6AS

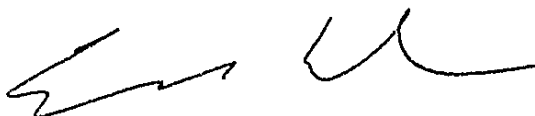
give notice

(c) Delete as applicable
 (d) Insert date
 (e) The copy account must be authenticated by the written signature(s) of the liquidator(s)

1. that a general meeting of the company was duly (c) ~~held on~~ [summoned for] (d) 14.3.89 pursuant to Section 106 of the Insolvency Act 1986, for the purpose of having an account (of which a copy is attached) (e) laid before it showing how the winding up of the company has been disposed of and (c) ~~that the same was done accordingly~~ [no quorum was present at the meeting];

2. that a meeting of the creditors of the company was duly (c) ~~held on~~ [summoned for] (d) 14.3.89 pursuant to Section 106 of the Insolvency Act 1986, for the purpose of having the said account 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 (c) ~~that the same was done accordingly~~ [no quorum was present at the meeting].

Signed

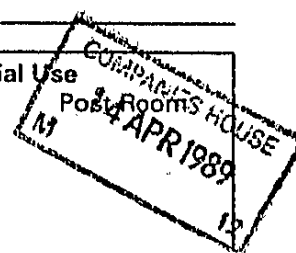


Date 13/4/89

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

ET/AMM
 5/9 GREY STREET
 NEWCASTLE UPON TYNE
 NE1 6AS

For Official Use
 Liquidation Section



Liquidator's statement of account: creditors' voluntary winding-up

Statement showing how winding up has been conducted and the property of the company has been disposed of

Name of Company DACRE HALL ENGINEERING Limited

From 30.10.85 (commencement of winding up) to 14.3.89 (close of winding up)

	Statement of assets and liabilities	Receipts		Payments
Receipts—				
Cash at Bank	26	26	Department of Trade Fees	£ 286
Cash in Hand			Costs of Solicitor to Liquidator	
Marketable Securities			Other Law Costs Debt Collection Costs	25
Sundry Debtors	23094	24148	Liquidator's remuneration	£ 3915
Stock in Trade			Where (% on £ realised) applicable (% on £ distributed)	1901
Work in Progress				5816
Freehold Property			By whom fixed <u>Committee of Inspection</u>	
Leasehold Property				
Plant and Machinery			Auctioneer's and Valuer's charges	
Furniture, Fittings, Utensils etc			Costs of possession and maintenance of estate	
Patents, Trademarks etc			Costs of notices in Gazette and Local Paper	249
Investments other than marketable securities			Incidental outlay	712
Surplus from securities				
Unpaid calls at commencement of winding up			Total Costs and Charges	£ 7088
Amount received from calls on contributories made in the winding up				
Receipts per trading account			(i) Debenture holders:	£
Other property viz:			Payment of £ per £ debenture	
Deposit Account Interest (Net)	—	1923	Payment of £ per £ debenture	
			Payment of £ per £ debenture	£
	£ 23120		(ii) Creditors:	
	£		*Preferential	
Less:			*Unsecured	
Payments to redeem securities			Dividends of 40 p in £ on £	47524
Costs of Execution			(The estimate expected to rank for dividend was £55539)	19009
Payments per Trading Account				
			(iii) Returns to Contributories:	£
			— per £ — —	
			— † share	
			— per £ — —	
			— † share	
			— per £ — —	
			— † share	
Net realisations	£	26097		
			BALANCE	£
				26097

(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 £
(b) other unclaimed dividends in the winding up
(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 £

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

Dated 13/4/89

Signed (by the Liquidator) 

Name and address of Liquidator (IN BLOCK LETTERS) EDWARD TAYLOR

5/9 Grey Street, Newcastle upon Tyne, NE1 6AS

Notes

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

† State nominal value and class of share.

DISSOLVED

1672845

DACRE-HALL ENGINEERING LIMITED

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



E L BEAL (Mrs)
for Registrar

RFM REGISTERED DATE

20/04/89

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