

# The Square Rigger

WINTER 2021 Edition  
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Quarterly Newsletter of the  
Chesapeake Chapter of the  
New England MG-T Register

[HTTP://WWW.CHESAPEAKECHAPTERMGTCCLUB.COM](http://WWW.CHESAPEAKECHAPTERMGTCCLUB.COM)

## **WORDS FROM OUR CHAIRMAN**

Hopefully, everyone was able to enjoy the holidays even though 2020 presented a challenge to most of us. With the COVID-19 vaccination now being introduced the Chapter is eventually going to return to the schedule of events it had in the past. However, the Eat Out brunch, usually occurring in February, is too close the introduction and will need to be cancelled for 2021. Subsequent gatherings will be determined by how the vaccination rollout progresses. A drawback of any isolation is the absence of personal socialization – an attraction of CCNEMGTR gatherings.

Recently read a book review of The Complete Book of Classic MG Cars by Ross Alkureishi published in 2020. Gave this 230-page book to myself for Christmas and have enjoyed reading it. It covers the start of MG with William Richard Morris (later Lord Nuffield) in 1913 with the Morris Oxford up to the current hybrid Hector SUV introduced in 2019. Chapter 4 devotes itself to the T-Series.

In this TSR issue there appears The MG Car Company and the M.G. Car Company Limited by Peter Seymour. It was published in Aspects of Motoring History, the publication of the Society of Automotive Historians in Britain (SAHB), and they were kind enough to let us reprint it. I am sure you will find it interesting and informative.

Looking forward to an upbeat 2021.



**Your Chairman, Shaun English**  
***Safety Fast!***

# CHAPTER OFFICERS

## Chairman

Shaun P. English  
9318 Brambly Lane  
Alexandria, VA 22039-3010  
(703) 229-3317  
[spenglish@aol.com](mailto:spenglish@aol.com)

## Vice Chairman

John Tokar  
4935 Tall Oaks Drive  
Monrovia, MD 21770  
(301) 865-1339 (H)  
(410) 775-0500 (shop)  
[jtokar51@verizon.net](mailto:jtokar51@verizon.net)

## Secretary/ Treasurer

John Debelius  
10 Orchard Way North  
Rockville, MD 20854  
(301) 318-3522  
[DebeliusADR@gmail.com](mailto:DebeliusADR@gmail.com)

## Membership Chairman

Milton Babirak  
47539 Coldspring Place  
Sterling, VA 20165-7446  
(703) 406-4753  
[mbabirak@babirakcarr.com](mailto:mbabirak@babirakcarr.com)

## Events Chairman

Lin Snider  
P.O. Box 145  
Walkersville, MD 21793  
(301) 845-6381  
[snidelf@aol.com](mailto:snidelf@aol.com)

## Regalia Chairman

Jim Bradley  
4800 Fillmore Ave., Apt. 1055  
Alexandria, Va. 22311  
(703) 683 7675  
[jsbradley25@gmail.com](mailto:jsbradley25@gmail.com)

## Technical Advisor

Charlie Adams  
8406 Westpointe Drive  
Fairfax Station, VA 22039  
(703) 582-3757  
[charlieadamsmg@gmail.com](mailto:charlieadamsmg@gmail.com)

## Newsletter Editor

Maxie Brown  
12216 Bristow Road  
Bristow, VA 20136  
(703) 895-8833  
[Maxieb987@gmail.com](mailto:Maxieb987@gmail.com)

## Historian

Co-Chair Ralph Cattaneo  
[dps6060@aol.com](mailto:dps6060@aol.com)  
Co-Chair Kyle Babirak  
[kbabirak2@me.com](mailto:kbabirak2@me.com)

## Chairwoman Emeritus

Ruth Renkenberger  
8245 Ingleton Circle  
Easton, MD 21601  
(410) 822-6061  
[renk@atlanticbb.net](mailto:renk@atlanticbb.net)

## Webmaster

Contact Shaun English

## **WELCOME ABOARD NEW MEMBERS**

The Fall TSR Edition welcomed new member **Jon Martin of Williamsburg, Virginia.** Below is a photo and a great little article from John and Patti.



My wife, Patti, and I live in Williamsburg, VA, moving here from Los Angeles in 1994. We both had careers in the Music Industry: Patti was a Promotion Executive with Warner Bros. Records and I was a Tour Manager and Tour Accountant for numerous popular recording artists. My clients over the past 40 years include Jimmy Buffett, Van Halen, REM, Cher, Bette Midler, Bruce Springsteen and Jennifer Lopez.

In 2020, live entertainment ceased to exist because of the virus so, with that major career "pause" staring me in my 66 year-old face, I decided to retire from the road and purchased the Sheppard's TF as a retirement present to myself!

I am not new to the MG breed; I grew up in Northern Ohio in the 50's and our family car was a 1951 TD. My brother and I rode on the back bench on the snow-covered streets on the way to school. My first MG was a 1972 Midget which I had in college. Top down, shoulder length hair blowing in the wind... (sigh...now the wind blows in my hearing aid but doesn't affect my hair in the least!) In the 90's I also owned a TD and another TF - neither of which were ever fully restored and could practically drive themselves to the local British repair garage.

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\*\*\*\*\*Welcome New Member John Womack. John owns a MG TC – more to come....

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**Our Club Symbol --- A Real Chesapeake Bay Skipjack**



## **CALENDAR OF EVENTS**

**2021**

**Need for speed and trips!**

Every other Tuesday night at 7:00 p.m.	John Twist of University Motors bi-weekly zoom tech session -- not just for the T Series MGs, but all MGs. Check out the University Motors website for more information.
April 30 – May 2, 2021	MINI-GOF (Gathering of the Faithful) for the NEMGTR Chesapeake Chapter in Virginia Beach, Virginia
June 6, 2021	44 <sup>th</sup> Anniversary – The Original British Car Day (OBCD) Serra Valley Farms, 5601 Ridge Road, Mt. Airy, MD 21771.
October 29-31, 2021	Fall Ramble, Cape May, New Jersey

## **UPCOMING CHAPTER & CHAPTER RELATED EVENTS**

### ***SPRING Mini-GOF – April 30 – May 2, 2021 Founder's Inn, Virginia Beach, VA***



### **VIRGINIA BEACH MINI-GOF IS ON! - REGISTRATION & INFORMATION**

The MINI-GOF (Gathering of the Faithful) for the NEMGTR Chesapeake Chapter in Virginia Beach on April 30 - May 2, 2020 is on! It will be based at the Founders Inn in Virginia Beach. The Inn says "Our beautifully landscaped 26-acre resort and spa location gives guests the feeling of an oasis without compromising proximity. The Inn and Conference Center features include: 240 guestrooms, our full-service Flowering Almond Spa, the award-winning Swan Terrace Grill Restaurant, tennis courts, and three (3) swimming pools."

Room rates are \$139 a night. There will be reserved parking lots for MGs and trailers with a security patrol. See below \* for more info on the Founders. The Inn has taken significant precautions to prevent the spread of the virus, including spreading us out at dinner and a constant cleaning/sanitation program.

The schedule of events includes a Friday evening visit with buffet dinner and beverages at a local collector's 25 car collection (all exceptional) at his private display building just blocks from the storefront in Virginia Beach. You could visit the boardwalk before or after this event. This is a large showroom, and we will be able to spread out.

Saturday AM we will visit the Virginia Beach Military Aviation Museum ([militaryaviationmuseum.org](http://militaryaviationmuseum.org)) which includes over 60 flyable vintage airplanes: 17 from WWI and 44 from WWII in several hangers. There will also be rides in biplanes (1941 Stearman or 1989 Waco YMF5) for those signing up in advance.

In the afternoon we will visit the Big Ugly brewery in Chesapeake ([biguglybrewing.com](http://biguglybrewing.com)) for our car display and popular voting for the MG Ts we admire most. This is a very popular location, and our display

will be on their front lawn. Their beers have won many awards locally and nationally. Registration includes two complimentary beers. Box lunches from Panera Bread will be provided (please see registration form).

Saturday evening we'll have our buffet dinner at the lovely Founders private dining room with a cash bar. The Founders has excellent food. Awards will be presented (must be registered to get an award).

The buffet dinner includes:

Caesar salad  
Garlic mashed potatoes  
Southern style green beans  
Slow roasted pork loin, pan seared Atlantic salmon, or chicken breast roulade  
Fresh strawberry layered cake or Founders Inn traditional bread pudding

The Sunday brunch (not included in the registration fee) at Founders is probably the best in the area. There will be a hospitality room throughout the weekend at the Founders with beer/wine/soda/water/munchies.

Registration for the event includes the Friday dinner, admission to the Military Aviation museum, two beer tickets at Big Ugly, the hospitality room, and the Saturday buffet at the Founders Swan Terrace Grill Restaurant with cash bar. The Chesapeake Chapter is kindly supplementing its member's fee.

More info on the Chesapeake Chapter can be found at: [chesapeakechaptermgtclub.com](http://chesapeakechaptermgtclub.com). Contact me if you have any questions. Additional information will be provided following your registration.

Thanks, Hank & Stevie

Hank Giffin  
757-375-1491  
[hankgiffin@cox.net](mailto:hankgiffin@cox.net) (note - no 'r' in Giffin)

#### Hotel Highlights\*:

- Complimentary Wireless Internet Throughout the Hotel and Meeting Space
- (4) Onsite Restaurants: The Swan Terrace Grill, Hunt Room Pub/Bar, and Seasonal Pool Bistro
- State of the Art Fitness Center Open Daily with Indoor Heated Pool and (2) Outdoor Saltwater Swimming Pools with 3-Story Water Slide.
- Full-Service Flowering Almond Spa Open Daily --- Appointments Strongly Recommended
- Complimentary Beach Shuttle
- Business Center Open 24 Hours, 7 Days a Week
- Mini Refrigerators and Safes available in all Guest Rooms
- 24 Hour Security for Hotel and Grounds
- Pet Friendly Lodging to Include a 30,000sq. ft. Dog Park with Customary Dog Features
- Fido's Favorite Award for Achieving Excellence for Pet Friendly Travel
- Certified Virginia Green Lodging.

Right click on the link below and open link for registration. If you have any trouble with it, please email Hank (above) or Maxie ([maxieb987@gmail.com](mailto:maxieb987@gmail.com)) and we will be glad to get it to you.

**2021 Mini-GOF XLVI Reg. Form - 27 Jan 2021.doc**

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## **THE ORIGINAL BRITISH CAR DAY**

### **JUNE 6, 2021 – SERRA VALLEY FARMS, MT. AIRY, MD**

Subject to adverse COVID developments, the show is set to go forward on June 6, 2021 which is its usual date (first Sunday in June). We will set up the field on Saturday June the 5th. The location is the same as 2019 (and the cancelled 2020 show) -- Serra Valley Farms, 5601 Ridge Road Mt. Airy MD 21771. (Ridge Road is also known as MD Route 27. The farm's location is about 5 miles north of downtown Mt. Airy on Ridge Rd./Rt 27.)

For more information, please contact Tom Renda 410-804-7017.

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## **Fall Ramble**

### **Cape May, New Jersey**

### **October 29-31, 2021**



We hope to be able to return to the ever-popular Fall Ramble this year after a forced Covid-19 hiatus. We had planned a trip to Cape May for Fall of 2020, and hope we can pull this off in 2021, so pencil in the

dates of October 29-31, 2021. Further details will be coming as we evaluate the overall health and safety situation going forward.

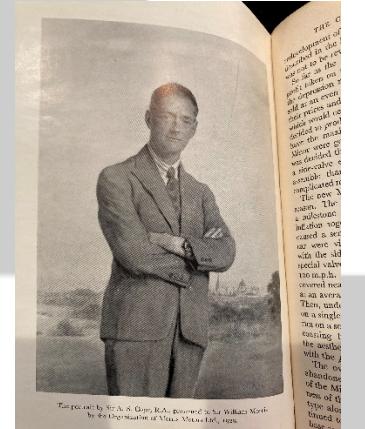
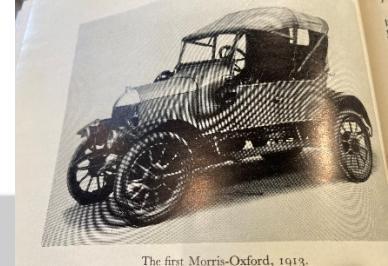
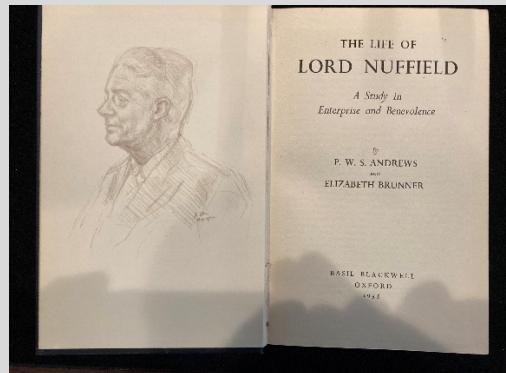
John Debelius and the Planning Committee

## INTERESTING ARTICLES, TIDBITS & TRIVIA



### BOOK REVIEW

By: Milton Babirak



*The Life of Lord Nuffield; A Study in Enterprise and Benevolence* by P.W.S. Andrews and Elizabeth Brunner (Basil Blackwell, Oxford, 1955).

During this pandemic there are very few Chapter activities or other activities to keep you occupied. Some of you are using this time to work on your car(s) and the newspapers are filled with interesting articles with the many things other people are doing to fill their time. My suggestion is that you consider reading a book. And what better to read than a book about MGs.

We all know a bit about William Morris, Lord Nuffield, as the founder of Morris Garages and his relationship to the MG T Series cars designed by Cecil Kimber. What I've learned, I've gotten from various commentators in Manuals, Guides and on various websites. The parts of his life I've heard the most about are his rivalrous relationship with Cecil Kimber and his stewardship of his various car manufacturing enterprises and their eventual and dismal demise.

A couple of years ago, I thought I'd spend a bit of time trying to find out more about this controversial and influential figure in the world of MG cars. In my search, I fairly quickly went to Amazon and other book purveyors to see if anything was written about Morris. I had very low expectations of finding anything, but sure enough, there was a book on Lord Nuffield. I was astonished. It was about 350 pages and costs about \$17.00. The book was written during Morris' lifetime, so I thought it might be a bit more factual and less a full-throated critique of his business management. Well, the first thing I discovered was that the book was written by a hired writer friendly to Morris. So much for journalistic disinterestedness. But the book does have some substantial merits.

The book is full of facts and information I've not found elsewhere. You may have known that he started out as a bike mechanic and builder. But the book goes into a lot of detail about this and his family and youth including photographs from that period. There is even a family tree. The book contains many little facts and stories that are really interesting and illuminating. As an example, the book describes Morris' home and relationship with his wife, Lady Nuffield. The book informs the reader that Nuffield liked to get up out of bed in the middle of the night and work at home on a design or manufacturing problem. So, he had a workshop built next to the master bedroom in his home so he could roll out of bed, even in the middle of the night, and build a better car part. You can take whatever inferences you'd like from this particular story but *in toto* the many such stories in this book give a much more nuanced portrait of Lord Nuffield than I have seen anywhere else.

The book also contains 52 photos and illustrations, many of which I have not seen before. I have included only a few photos or drawings from the book for this newsletter article.

If any Chapter members are interested in participating in an hour Chapter Zoom session to review and discuss this book, please contact me at [mbabirak@icloud.com](mailto:mbabirak@icloud.com).

## M (my) G (green) Truck

By John Debelius

I know. It's not an MG, so it borders on sacrilege to publish this here, but our Editor, Maxie, was gracious enough to let me do it. A couple of years ago, my vintage fleet consisted of two MG TDs and a Triumph, but I got a hankering for something big, heavy and rusty. I should never have gone on e-bay, but I did, and this beast spoke to me. It was a 1949 ¾ ton Chevy pickup, a rough old Kansas farm truck. I bought it based on pictures, and had it hauled back to Maryland. The first challenge was getting it off the truck. It would only run for a couple of minutes before it overheated, and it had no brakes. I discovered that when you are in reverse, you can use a forward gear as a brake, and vice-versa. At least that got it into the garage for disassembly.



I was initially excited about it and started tearing it apart to find out how far gone it was. Naturally, I assembled my team of experts to evaluate it, Shaun English, Mark Brown and Milt Babirak. I think it amused them in a doubtful, yet encouraging, kind of a way.



When the wood beds rotted, these old farmers would just weld a metal plate over top of them, so I let my nephew, Dominic, learn how to use a cutting wheel.





Well, I won't give you a blow by blow, but suffice it to say I took about a year hiatus, and it was the pandemic that actually got me back into the garage with some time on my hands to finish it up. While I was reassembling the front end a couple of weeks ago, Mark Brown happened by on a Sunday, so I pressed him into service to help me put the big old hood back on without gouging the fenders and cowl. She is now back on the road with a ground-up restoration, including rebuilt engine and drive train.



She was finished in time for Christmas.



## The M.G. Car Company and The M.G. Car Company Limited

Peter Seymour

The history of William Morris (1877–1963) and the various companies he owned has been written about on many occasions in the recent past. Their development, together with his ‘personal interests’ holding company, Morris Industries Ltd, is complex and the story has been frequently distorted.<sup>i</sup> Of particular interest is the way that the creation, evolution and background of two entirely separate companies, ‘The M.G. Car Company’ and ‘The M.G. Car Company Limited’<sup>ii</sup> have been misrepresented. This article seeks to debunk the myths and clarify the facts.

When the post-First World War business boom collapsed due to galloping inflation in 1920, so too did sales of new motor cars and, in common with many other motor manufacturers, Morris Motors Ltd was plunged into financial difficulties and faced bankruptcy. The company’s financial position was exacerbated because it had a contract with Hotchkiss et Cie of Coventry for the supply of 40,000 engines and gearboxes.<sup>iii</sup> Morris was unable to escape from this as Hotchkiss was unwilling to halt production owing to its contracts with several firms for the supply of components.

In an effort to overcome the crisis facing Morris Motors Ltd, William Morris (WRM) took several significant actions which involved pursuing extended credit from component suppliers, reducing the price of Morris Cars and, with the help of two wealthy confidants, obtaining a substantial bank overdraft. The fall in demand for Morris Cars from September 1920 is shown in the following monthly sales figures. At that time, Morris Motors was geared to a production flow of at least sixty cars per week, with commitments to component suppliers at a corresponding level:<sup>iv</sup>

Year	Month	Cars sold
1920	September	276
	October	235
	November	137
	December	92
1921	January	74

At the end of January 1921, the bank overdraft for Morris Motors Ltd amounted to £84,315 while invoices outstanding and overdue suppliers’ accounts amounted to £84,598. Like so many other car manufacturers at the time, the company’s financial situation was therefore perilous.<sup>v</sup> WRM approached both the 7th Earl of Macclesfield, and Arthur Gillett, an acquaintance who had been a partner of Gillett’s Bank until it amalgamated with Barclays Bank in 1919. The pair generously agreed to provide Barclays Bank with a guarantee of £40,000 each which, together with deeds of a property, enabled Morris Motors Ltd, to be granted overdraft facilities of £132,000.<sup>vi</sup>

In order to stimulate vehicle sales and generate some much-needed revenue, during the early part of February 1921 WRM made the far-reaching decision to reduce the prices of Morris motor cars. For example, a Morris Cowley 4-seat tourer was reduced by £100 from £525 to £425.<sup>vii</sup> At the same time, he asked his main dealers to accept a reduction of their commission from 17½ percent to 15 percent, which was accepted. The

reduction in prices had an immediate effect on the demand for Morris motor-cars as shown in the following monthly sales figures:<sup>viii</sup>

<b>Year</b>	<b>Month</b>	<b>Cars sold</b>
1921	February	236
	March	400
	April	361
	May	352
	June	361

At this time, WRM also approached Edgar Blake, the general sales manager of the Dunlop Rubber Company, and Charles (Carl) Breeden, the sales director of Joseph Lucas Ltd, and they agreed to give Morris Motors Ltd extended credit for tires and electrical components respectively.<sup>ix</sup> In addition, WRM prevailed on other, smaller, component suppliers to extend their credit terms and as usual he insisted on cash payments from distributors before a new car was dispatched from the factory. As a result of the actions taken by WRM, the financial crisis was averted and Morris Motors Ltd was saved from bankruptcy. It is a sobering thought to consider that if Morris Motors Ltd had not recovered, and the company had been liquidated early in 1921, the manufacture of Morris cars would have ceased, the M.G. marque would not have been created and therefore, no M.G. cars would have been manufactured.

In January 1922, Carl Breeden had a boardroom row with his brother-in-law Oliver Lucas which resulted in Breeden's resignation from Joseph Lucas Ltd.<sup>x</sup> WRM then appointed Breeden as the general manager of The Morris Garages whose sales manager at that time was Cecil Kimber (1888–1945). Prior to joining The Morris Garages, Kimber had been employed by the axle and gearbox manufacturer, E.G. Wrigley & Co. Ltd of Soho, Birmingham. Wrigley's assistant managing director was Frank Woppard and on 16 February 1922, Kimber wrote, in his own hand, a four-page letter to Woppard. The following is an extract from the letter with additions shown in brackets:

Since I last wrote you [Carl] Breeden has come – and gone! Something rather more attractive engaged his attention in B'ham from which city he seemed very loath to part. I immediately tackled W.R.M. with the result I am now General Manager [of The Morris Garages] at 500 per. with a decent percentage of profits – if any. Old Armstead says goodbye to us at the end of the month thank goodness and Findlater becomes my right hand man.<sup>xi</sup>

In his book *M.G.* (1972), F. Wilson McComb explained that Cecil Kimber became the general manager of The Morris Garages after Edward Armstead had resigned;<sup>xii</sup> this is clearly not the case, as it was Carl Breeden from whom Kimber took that position. Edward Armstead, who had been the general manager of The Morris Garages prior to Breeden's appointment, had been suffering from depression for some time. Sadly, he committed suicide a few weeks after he left The Morris Garages.

The reason for Carl Breeden's short stay with The Morris Garages, as mentioned by Kimber in the letter, was due to his acquisition in the early part of 1922 of the Wilmot Manufacturing Company of Birmingham. Five years later, in 1927, the name of the company was changed to Wilmot-Breeden Ltd, and the company became well known as suppliers of components to the motor industry. Noticeably WRM is listed as owning all of the preference shares in Wilmot-Breeden Ltd, and he also provided the company with financial assistance.<sup>xiii</sup>

As The Morris Garages was the Morris main dealer (distributor) for Berkshire, Buckinghamshire and Oxfordshire, Kimber was accountable, as its general manager, for not only selling the number of Morris cars as stipulated in the terms of their main-dealer agreement, but also for the after-sales service of these cars. As well as being a main dealer for Morris, The Morris Garages also held agencies for several other makes of cars and motorcycles for which Kimber was responsible.<sup>xiv</sup> In addition to these responsibilities, Kimber introduced and marketed Morris Cowleys and Morris Oxfords with sports bodywork, some of which were initially advertised as 'M.G. Super Sports Morris'.

With 41 percent of the 'Total Industry Volume' during 1925, and with over 1,000 Morris cars being made each week, Morris Motors Ltd became the UK's leading motor manufacturer. The Morris franchise held by the company's main dealers and sub dealers was, therefore, a prized asset.<sup>xv</sup> During the spring of 1928, The Morris Garages Ltd, which had been incorporated on 2 July 1927,<sup>xvi</sup> formed a subsidiary, The M.G. Car Company, which became a branch of The Morris Garages Ltd.<sup>xvii</sup> The 30,000 shares issued by The Morris Garages Ltd were held as follows:<sup>xviii</sup>

Morris Industries Ltd	29,987	WRM's holding company
WRM	10	
Wilfred Hobbs	1	Secretary to WRM
Reginald Thornton	1	Messrs Thornton & Thornton (WRM auditors)
Andrew Walsh	1	WRM's lawyer

On 23 December 1927, Morris Industries Ltd paid The Morris Garages Ltd £10,000 for use as working capital.<sup>xix</sup> The Morris Garages Ltd remained in WRM's ownership until shortly before he died in 1963 when he gave the company to the Nuffield Foundation.

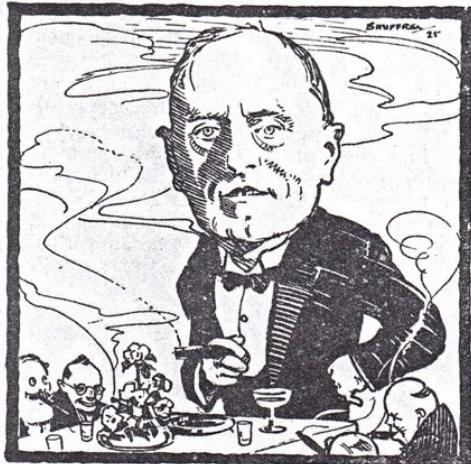
Soon after The Morris Garages Ltd had been incorporated in 1927:

- the name of M.G. was registered with the licensing authorities as a make of car
- the car numbers and identification plates for M.G. cars were issued by The Morris Garages Ltd, not Morris Motors Ltd
- the guarantee for M.G. cars was underwritten by The Morris Garages Ltd, not Morris Motors Ltd
- the radiator badge became the M.G. Octagon, with no mention of Morris
- the M.G. range of cars exhibited at Olympia in October 1927 were on The Morris Garages Ltd's own stand, this being the first time The Morris Garages Ltd exhibited as a motor car manufacturer in its own right<sup>xx</sup>

The M.G. Car Company was set up to avoid confusion between the retail side of The Morris Garages Ltd's business and that of their activities as the manufacturers of M.G. sports cars. The new company was funded largely by a loan of £30,000 from WRM's holding company, Morris Industries Ltd, as shown on The M.G. Car Company's balance sheet dated 31 December 1929. By giving such a large loan to The M.G. Car Company, WRM must have agreed to the setting up of the subsidiary rather than disapproving of its formation as has sometimes been suggested.

In order to take over the car-manufacturing side of The Morris Garages Ltd, The M.G. Car Company Ltd was registered on 21 July 1930.<sup>xxi</sup> Six days later, on 26 July 1930, Andrew Walsh, the secretary of The Morris Garages Ltd wrote to The M.G. Car Company Ltd as follows:

I am directed by The Morris Garages Limited to inform you that they offer to sell to The M.G. Car Company Limited as from 31<sup>st</sup> day of December 1929, all of the Assets connected with the business of The M.G. Car Company, which has hitherto been carried on as a Branch of The Morris Garages Limited, for the sum of £18,995 on condition that you take over and discharge all of the Liabilities of the company existing in connection with the business of The M.G. Car Company, and for this purpose I am attaching hereto a statement of account showing the Assets and Liabilities to be taken over and how the proposed purchase price is arrived at.<sup>xxii</sup>



MR. ANDREW WALSH  
(Solicitor, Oxford)

William Morris's lawyer Andrew Walsh, of Andrew Walsh & Co, 116 St Aldates, Oxford

#### The M.G. Car Company balance sheet for 31 December 1929 (£.s.d)

Liabilities		Assets	
Depreciation Reserve Accounts	631.1.6	Plant & Machinery	1,382.18.11
	Plant & machinery 214.1.2		
	Fixtures & Fittings 417.0.4		
	631.1.6		
Sundry Creditors	31,611.1.10	Fixtures & Fittings	2,695.0.9
Reserve for satisfaction of Customers	1,500.0.0	Loose Tools & Plant	1,276.4.3
Deposits by Customers and payments for Cars prior to delivery	2,360.15.8	Stock in Hand & Progress	74,770.2.7
Morris Industries Ltd – Loan Account	30,000.0.0	Sundry Debtors less Reserve for Doubtful Debts	3,753.14.5
Purchase Price	18,995.0.0	Deferred Revenue Charges	785.5.6
		Goodwill & Leases	434.12.7
	<b>85,097.19.0</b>		<b>85,097.19.0</b>

The 1929 M.G. Car Company balance sheet

26th July 1930

Dear Sirs,

I am directed by The Morris Garages Limited to inform you that they offer to sell to The M.G. Car Company Limited as from the 31st day of December 1929, all the Assets connected with the business of The M.G. Car Company, which has hitherto been carried on as a Branch of The Morris Garages Limited, for the sum of £18,900 on condition that you take over and discharge all the Liabilities of the Company existing in connection with the business of The M.G. Car Company, and for this purpose I am attaching hereto a statement of account showing the Assets and Liabilities to be taken over and now the proposed purchase price is arrived at.

Yours faithfully,

For The Morris Garages Limited,



Secretary.

A letter from Andrew Walsh discussing the purchase of The M.G. Car Company

On 28 July 1930, Andrew Walsh, as secretary of The M.G. Car Company Ltd, replied to The Morris Garages Ltd as follows:

I am authorized by The M.G. Car Company Limited to accept the offer of purchase contained in your letter of the 26<sup>th</sup> day of July 1930 on the terms therein contained.

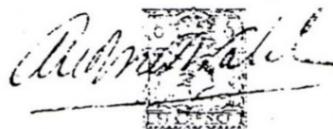
The M.G.Car Company Limited,  
M.G.Works,  
Abingdon, Berks.

28th July, 1930

Dear Sir,

I am authorized by The M.G.Car Company Limited to accept the offer of purchase contained in your letter of the 26th day of July 1930 on the terms therein contained.

Yours faithfully,

  
\_\_\_\_\_  


Secretary.

A letter accepting the offer to purchase the M.G. Car Company

The initial distribution of 19,000 £1 shares in The M.G. Car Company Ltd was as follows:

W. R. Morris/Morris Industries Ltd	18,996
Cecil Kimber	1
Wilfred Hobbs (secretary to WRM)	1
Andrew Walsh (WRM's lawyer)	1
Reginald Thornton (of Messrs Thornton & Thornton, WRM's auditors)	1

While WRM was the governing director of the new company, Cecil Kimber, Wilfred Hobbs and Andrew Walsh were directors.



THE M.G. CAR COMPANY LIMITED.

We, the undersigned, being a majority of the Subscribers to the Memorandum of Association of The M.G. Car Company Limited, hereby determine that the number of the First Directors of the Company shall be four and that the following four persons are hereby appointed by us to be the first Directors of the Company namely :-

Sir William Morris of Cowley in the City of Oxford, Baronet  
Cecil Kimber of No. 339 Woodstock Road in the City of Oxford.

Wilfred Hobbs of The Mill House, Streatley, Berks.  
Andrew Walsh of "Hothfield", Boars Hill, Berks.

Dated this 26<sup>th</sup> day of July 1930.

*Cecil Kimber*  
*Andrew Walsh*

From left to right, Wilfred Hobbs, Cecil Kimber and William Morris and a statement listing the first four directors of The M.G. Car Company Limited

The M.G. Car Company Ltd's first (statuary) meeting of directors was held at 116 St Aldates, Oxford (the office of Andrew Walsh & Co.) on Monday 28 August 1930 at 4.30pm.<sup>xxiii</sup> Morris Industries Ltd gave a 'special loan' of £15,000 to The M.G. Car Company Ltd as working capital on 26 May 1933.<sup>xxiv</sup>

Some thirteen months after the formation of The M.G. Car Company Ltd, on 13 August 1931, WRM issued a directive in which he decreed that during Kimber's appointment as a director of The M.G. Car Company Ltd, he 'shall be called and known by the title Managing Director'.

I, Sir William Richard Morris, Bt. the Governing Director of The M.G. Car Company Limited, in pursuance of the powers vested in me by Article 78 of the Articles of Association of the Company, hereby appoint Cecil Kimber to be a Director of The M.G. Car Company Limited and I hereby determine that the said Cecil Kimber during his appointment as such Director of The M.G. Car Company Limited shall have all the powers of a Director of the Company as set out in the Articles of Association of the Company and during such appointment as aforesaid shall be called and known by the title Managing Director.

Dated this 21st day of August 1931.

A handwritten signature in cursive ink, appearing to read "W.R. Morris".

A statement from William Morris confirming Cecil Kimber as Managing Director of The M.G. Car Company Ltd

On 10 October 1932, WRM celebrated his fifty-fifth birthday. But with estate duties at 40 percent, both he and his advisors were becoming increasingly worried by their effect on his personally-owned companies. Immense wealth also brought other problems, which in the case of WRM, would have included claims for super tax. The Inland Revenue claimed that WRM, as a dominant shareholder, had used his position to retain most of the profits in his companies in order to avoid paying any super tax due if the profits had been distributed and become part of his income. Super tax was paid in addition to ordinary income tax and it was levied against individuals whose annual income was particularly high. Unlike income tax, which was levied at a fixed rate, super tax rose progressively with rising income and as companies paid only at the standard income tax rate, there were advantages in leaving money in a company.<sup>xxv</sup> Two directions for assessment of super tax were made in the case of Morris Motors Ltd for the financial years 1922/23 and 1927/28, and the appeals against them were heard in the High Court during November 1926 and December 1929. Both appeals were won by Morris Motors Ltd, as they were able to show that any profits that had not been distributed had been used for the maintenance and development of WRM's businesses.

The first assessment made WRM more conscious of the need for a sound, tax-efficient corporate structure, so, in June 1926, Morris Motors Ltd became a public company and a new company, Morris Motors (1926) Ltd, was formed. (The '1926' was dropped from the company's name in August 1929.) At the same time, this company absorbed Osberton Radiators Ltd; Morris Engines Ltd (previously Hotchkiss et Cie); and Hollick and Pratt Ltd, until then all separately owned by WRM, and these companies became branches of Morris Motors (1926) Ltd.<sup>xxvi</sup> Also, on 27 July 1927, a holding company was registered, Morris Industries Ltd, to enable WRM to move funds between his companies without incurring tax liabilities.

After the second super-tax assessment, WRM became convinced that, by change in the law or for other reasons, it would eventually be impossible to continue his policy of keeping back profits if the equity continued to be his personal property. If these profits were then to become liable to super tax, Morris Motors reserves might suffer a very heavy and sudden depletion. Consequently, WRM decided to merge most of his remaining personally-owned companies with Morris Motors Ltd, and to offer some of his shares in the company on the London Stock Exchange when conditions were favourable. These actions were considered to be the best way of minimising his estate duties and super tax liabilities.

The general recovery in trade by 1935, following the recession of the early 1930s, brought better stock market conditions which made it feasible for WRM to merge some of his personally owned companies. The purchase of these companies by Morris Motors Ltd in 1935 and 1936 was financed by issuing ordinary shares to the vendor, Morris Industries Ltd, WRM's holding company. Since its formation, the ordinary share capital of Morris Motors (1926) Ltd had stood at 2,000,000 £1 shares, which were all held initially by WRM but by 1 July 1935 had been distributed as follows:<sup>xxvii</sup>

WRM/Morris Industries Ltd	1,999,995
Leonard P. Lord	1
Cecil Kimber	1
Reginald Thornton	1
Andrew Walsh	1
Miles Thomas	1

On 1 July 1935, Morris Motors Ltd held an EGM at which it was resolved to increase the capital of the company by creating 269,000 ordinary shares of £1 each. It then bought Wolseley Motors Ltd for £250,000 and The M.G. Car Company Ltd for £19,000. These acquisitions brought all of the private car manufacturing companies together with a combined annual output, at the time of amalgamation, of well over 100,000 motor cars.<sup>xxviii</sup>

When The M.G. Car Company Ltd was sold to Morris Motors Ltd, Leonard Lord became the company's managing director while Kimber retained his directorship.<sup>xxix</sup> On the same day (1 July 1935) Kimber was also made a director of Morris Motors Ltd, then the largest motor manufacturer in Europe.<sup>xxx</sup> Consequently, Kimber then held a more senior position than previously, so clearly, contrary to previous journalistic reports, he did not suffer a loss of favour at this time. In any case, Kimber was re-appointed as managing director of The M.G. Car Company Ltd on 24 August 1936 when Leonard Lord resigned.<sup>xxxi</sup>

After a further 381,000 ordinary shares were created during October 1936, Morris Motors Ltd bought Morris Commercial Cars Ltd and Morris Industries Exports Ltd (later Nuffield Exports Ltd) for £300,053 and contracted to buy The S.U. Carburettor Co. Ltd for £50,000. The only companies then left in WRM's personal ownership were The Morris Garages Ltd and Wolseley Aero Engines Ltd. In this way the total nominal issued ordinary share capital of Morris Motors Ltd had been increased to £2,650,000 and shares in the Nuffield Organisation, as the merged companies soon became known, were offered on the London Stock Exchange

during October 1936. Although permission to deal was given for the whole of the ordinary stock – 2,650,000 five-shilling units – WRM decided to retain 75 percent himself. The shares were made available at 37s 6d and dealings commenced at 39s. After a hectic first day's trading, the shares closed at 41s 10½d.<sup>xxxii</sup>

During his lifetime, much of WRM's wealth was bestowed into trusts and given to hospitals, universities, medical research, education, the armed forces and schemes for the benefit of his employees. WRM / Lord Nuffield gave over £30 million to these causes and he is recognized as Britain's greatest philanthropist.<sup>xxxiii</sup>

*Peter W. Card helped with the preparation of this article.*

#### **Editorial note:**

*Capitalisation of the definite article, e.g., *The Morris Garages*, has been retained as this was the method at the time, and enables precision here. Also, the full stops in M.G. have been retained for the same reasons, although a more modern use drops the full stops.*

#### **Peter Seymour**

The M.G. Car Company and The M.G. Car Company Limited

1. <sup>1</sup> P.W.S. Andrews and Elizabeth Brunner, *The life of Lord Nuffield* (1955), p. 176.
2. <sup>1</sup> Andrews and Brunner, *The life of Lord Nuffield*, p. 177.
3. <sup>1</sup> Archives, Barclays Bank.
4. <sup>1</sup> Andrews and Brunner, *The life of Lord Nuffield*, p. 99.
5. <sup>1</sup> Andrews and Brunner, *The life of Lord Nuffield*, p. 99.
6. <sup>1</sup> Archives, Barclays Bank.
7. <sup>1</sup> Lytton P. Jarman and Robin Barraclough, *The Bullnose and Flatnose Morris* (3rd edition, 1976), p. 66.
8. <sup>1</sup> Andrews and Brunner, *The life of Lord Nuffield*, p. 102.
9. <sup>1</sup> Andrews and Brunner, *The life of Lord Nuffield*, p. 183; and Martin Adeney, *Nuffield: a biography* (1993), p. 96.
10. <sup>1</sup> H. Nockolds, *Lucas: the first hundred years* (1976), p. 173.
11. <sup>1</sup> Woppard's Papers, Birmingham Central Library.
12. <sup>1</sup> F. Wilson McComb, *M.G.* (2nd edition, 1984), p. 7.
13. <sup>1</sup> Archives, Nuffield College.
14. <sup>1</sup> Jarman and Barraclough, *The Bullnose and Flatnose Morris*, p. 19.
15. <sup>1</sup> Andrews and Brunner, *The life of Lord Nuffield*, p. 112.
16. <sup>1</sup> Andrews and Brunner, *The life of Lord Nuffield*, p. 176.
17. <sup>1</sup> Letter dated 21 July 1930 from Andrew Walsh to The Morris Garages Ltd.
18. <sup>1</sup> Robin I. Barraclough and Phil A. Jennings, *Oxford to Abingdon* (1998), p. 31.
19. <sup>1</sup> Archives, Nuffield College.
20. <sup>1</sup> Barraclough and Jennings, *Oxford to Abingdon*, p. 34; and McComb, *M.G.*, p. 59.
21. <sup>1</sup> Andrews and Brunner, *The life of Lord Nuffield*, p. 177.
22. <sup>1</sup> Barraclough and Jennings, *Oxford to Abingdon*, p. 32.
23. <sup>1</sup> Archives, Warwick University.

24. <sup>1</sup> Archives, Nuffield College.
25. <sup>1</sup> Andrews and Brunner, *The life of Lord Nuffield*, pp. 162–74.
26. <sup>1</sup> Andrews and Brunner, *The life of Lord Nuffield*, p. 175.
27. <sup>1</sup> Archives, Nuffield College.
28. <sup>1</sup> Andrews and Brunner, *The life of Lord Nuffield*, p. 211.
29. <sup>1</sup> McComb, *M.G.*, p. 28.
30. <sup>1</sup> Andrews and Brunner, *The life of Lord Nuffield*, p. 344.
31. <sup>1</sup> McComb, *M.G.*, p. 28.
32. <sup>1</sup> Andrews and Brunner, *The life of Lord Nuffield*, p. 212.
33. <sup>1</sup> Andrews and Brunner, *The life of Lord Nuffield*, pp. 259–63.

## Ruminations of an Older Person

- When one door closes and another door opens, you are probably in prison
- To me, "drink responsibly" means --- don't spill it
- Age 60 might be the new 40, but 9:00 pm is the new midnight
- When I say, "The other day," I could be referring to any time between yesterday and 15 years ago
- I remember being able to get up without making sound effects
- I had my patience tested --- I'm negative
- Remember, if you lose a sock in the dryer, it comes back as a Tupperware lid that doesn't fit any of your containers
- If you're sitting in public and a stranger takes the seat next to you, just stare straight ahead and say, "Did you bring the money?"
- When you ask me what I am doing today, and I say "nothing," it does not mean I am free. It means I am doing nothing
- When I ask for directions, please don't use words like "east."
- Don't bother walking a mile in my shoes --- that would be boring.
- Spend 30 seconds in my head --- that'll freak you right out!
- Sometimes, someone unexpected comes into your life out of nowhere, makes your heart race, and changes you forever --- we call those people cops
- My luck is like a bald guy who just won a comb

*Or my very favorite ---*

- *When our ship comes in, we will be at the airport!*

---

All your Pains – to cheer you up!!!

<https://www.youtube.com/watch?v=S-A4LzA08po>

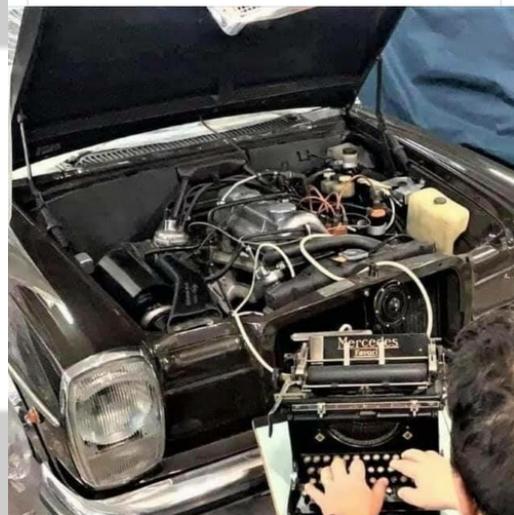


If 2020 was a hula hoop



**Check out this link ---- thanks Charles Hughes!!!  
Stairs vs. escalator VID-20180421-WA0014.mp4**

When the young mechanics ask you  
how you did tuning before laptops,  
show them this!



## **TSR Advertisements**

### **FOR SALE**



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### **For Sale- 1951 MG-TD No 7103**

**By Club Member Jerome Prochaska**

We have sold the farm and are moving to a retirement community in Winchester, VA. The time has come to say farewell to my faithful travelling companion of 61 years. Please see the Spring Square Rigger for more details and data about this unusual car. But this little filly likes to go! Some of the reasons are listed below:

- Shorrock Blower
- Mild California Street Cam
- Milled head and 1300 cc Displacement
- Porsche Racing Pistons
- Electronic Ignition
- Heavy-duty Clutch
- High-Speed Rear Axel

A number of items convey with the sale of the car. The car has its original interior upholstering (rare) and this is still attractive and serviceable. However, a Moss Motors leather seat recovering kit and a vinyl panel and trim kit, still in factory shipping boxes, also convey.

- Five Painted wire wheels with good bias-ply tires (including original 1951 Dunlap spare)
- Serviceable spare Radiator Shell (rare)
- Original manifold and 1 1/4in S.U. carbs
- Witworth tools and copper hammer
- Bits and spares (assorted)
- Original factory shop manual (worn)
- Tune-up books, pamphlets (period, various)

A full professional frame-up restoration was undertaken in the early 1990s. Photos and all receipts go with the car.

---

## Looking for reasonable offers

### 1953MG TD parts with estimated values.

#### By Club Member Ethan Feinsod

1. Tool set, some appear to be original, some I know are not (like the hammer, which I can tell immediately), the tool roll itself is a reproduction. estimated value around \$650.00.
2. Tire pump, the nearest I can tell it is original. Estimated value \$350. Restored and painted black.
3. Car jack. The nearest I can tell it is original. Estimated value around \$300.00. Restored and painted black.
4. Two items packaged together: A. British and American license plate for the car, painted black. Estimated value \$70.00. B. Original plywood glove box door with original stainless inside and outside trim. Veneer missing in weather worn condition. Knob appears to be original. Estimated value \$75.00.
5. Two original front fenders turn markers. Professionally restored and re-chromed. Bottom stamped Lucas 11/30-made in England. With original red inserts on top. Estimated value \$300. Excellent condition
6. Two original professionally restored and re-chromed headlight buckets. Excellent condition. Estimated value \$450.00.
7. 5 misc. accessories. See photo. \$40.00
  - a. silver business card holder of MG-TD. Retail was \$25.00.
  - b. Copy of video tape "Inside the Octagon", 1921-1945. (1996)
  - c. Green MG plastic bookmark
  - d. Black and white MG fabric patch for a jacket or shirt
  - e. Original MG car care kit in blister pack
8. MG magazines. Stack of 32 Sacred Octagon from early 1990's and 11 MG magazine, around same period of time.
9. Collection of MG and MG related books, some hardcover, some not.
  - Maintaining the Breed by John Thomley, perfect condition, 4th ed.
    - \$10.00, hardcover.
  - Craven and Appleton, Misc. MG information "for flea market frustration relief and general information. Spiral bound photostatic compilation of a lot of different informational sources. 1st edition, 1995. Excellent condition. \$30.00
    - 3. The S.U. Carburetter. Data, servicing, and tuning. 1st ed. 9/76 , by Walter Genther. Photostatic , spiral bound . \$20.00.
  - Essential MG T Series and Prewar Midgets. Soft cover. 1995
    - \$8.00

- The MG Midget Series TD and TS workshop manual. Hard cover in Fair- condition. In plastic sleeve, we never took it out of the sleeve. \$40.00,
- The Complete Official MGB manual. Robert Bentley. \$8.00
- The Complete Guide to MG Collectibles by Michael Ellian-Brown, 1997, 1st ed. Excellent condition. \$65.00

10. Two items. 1. original tin, marked bleeder drain tube with tube inside. 2. MG original black and white octagon emblem. Small ding in porcelain on the bottom (white part). \$50.00 for the two,

11. Toys- first grouping included 3 metal red TD cars. 2 made by Hubley Kiddie Toy. Made in USA. 9" long. Both missing a rear tire. Worn paint, one missing the windscreens. Tires in good condition. 3rd one is made also by Hubley Kiddie Toy. 6 inches. Has rear tire and windscreens. Red paint shows wear. \$200.00 for these three.

Second group includes one car. Made by Doeple Model Toy. 15" long. Appears to be a repaint. Has reproduction decal in plasticine envelope. All metal toy. Tires in good condition, has rear tire. Metal plate which covers the space behind the drivers seat is removable. Inside this space is marked "Model Toys". Rossmoyne, Ohio, USA as part of the casting. Estimated Value \$325.00

Third group— 6 metal MG toy cars. 2, 5", Tootsie toy company, Chicago. USA. Complete with original tires. one original red paint is worn. other original red paint is completely gone. 2, 3" Tootsie toy company, Chicago, USA. One original yellow paint, shows wear. One appears to be repainted. All original tires. 1, 3.5 "Dinky Toy, made in England Right hand drive. Missing windscreens, all 4 tires missing (hubs are there, just rubber missing) Original white paint shows wear. 1, 2" Tootsie Toy Co. Chicago. Red paint worn off body. Original tires are there.

Value for all estimated at \$100.00.

Fourth group includes 2 toys, [1.MG K3 Magnette](#), 1930's. 1/32 scale unassembled model kit by U.S. Air Fix co. Original box, slightly soiled. Kit in original unopened plastic bag with instruction sheet. 2. Highway Pioneer 1953 MGTD Foreign car model in original box. Car has been assembled. With original paper instructions. Unpainted.

For both estimated \$45.00.

[If you are interested in any of the above items, contact Ethan Feinsod - eyfeinsod@gmail.com](#)

## **Chesapeake Chapter Membership Registration Form**

1. The form on the following page can be used to send your information to the Chesapeake Chapter of the New England MG-T Register for Membership Registration or other information requests.
2. Please note that we will never supply your information to a third party, will never use your information for telemarketing, and will use your information solely for membership application/registration purposes.
3. You must print, fill-out and mail the form to the address specified below. You may do this by clicking [here](#) or by clicking on the form below (*this requires the free [Acrobat Reader](#)*).

4. Our organization is a local chapter of the New England MG 'T' Register, so we must require that all Chapter Members also be members in the "Register." If you do not belong to the "Register," please request information and application forms by contacting the "Register's" specific website: <http://www.nemgtr.org/join.htm>

**Additional Notes:**

1. Note that you do not need to own an MG T-type --- all that is required for membership is an interest in MG T-type and other classic automobiles!
2. Please include all letters and numbers shown in the car and engine number boxed on the "maker's" plate.
3. TD owners please note that there are three boxes on your "maker's" plate; include the information from all three.
4. If the engine is a replacement, list the number of the engine actually in the car.
5. This information is needed for the chapter's records and to correct and update the Register's files.
6. Incomplete forms will be returned to you via your provided address, for needed corrections.
7. If you have additional MGs, please attach additional forms as required.

Please make check payable to: Chesapeake Chapter NEMGTR ---

Send check to: **Chesapeake Chapter NEMGTR c/o Milton Babirak, 47539 Coldspring Place, Sterling, VA 21065-7446**

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The Chesapeake Chapter has a Facebook page. It is called "The Chesapeake Chapter of the New England MG T Register." Like us on Facebook and receive notices, announcements, videos and photos about the Chesapeake Chapter. If you have any questions or if you have any problems joining, contact Milton Babirak at [mbabirak@babirakcarr.com](mailto:mbabirak@babirakcarr.com) or 703-501-7924.



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New Member

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Address: \_\_\_\_\_

Home Phone: (\_\_\_\_) - \_\_\_\_\_ Cell or Business Phone: (\_\_\_\_) - \_\_\_\_\_

E-mail: \_\_\_\_\_

**MG INFORMATION**

(1) MG Model/Type: \_\_\_\_\_ Year: \_\_\_\_\_ Color: \_\_\_\_\_

(2) MG Model/Type: \_\_\_\_\_ Year: \_\_\_\_\_ Color: \_\_\_\_\_

\*New England MG 'T' Register Number(s) Assigned to this Car (s): \_\_\_\_\_

If you have three or more MGs, please put that information on a second page.

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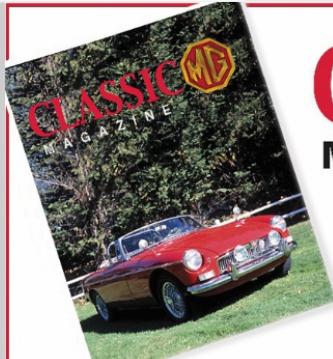
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Revised: April 25, 2013

Editor's Note: Members of the Chesapeake Chapter of the NEMGTR are encouraged to submit classified ads free of charge to the Editor via e-mail or snail mail at one of the addresses shown on page 2. Photographs are also accepted --- digital pictures are the easiest to deal with, however! Please let us know the results of your ad (did you make the sale, or find what you were looking for?). Also, let the Editor know whether you want it to appear just once, or in follow-on issues of our TSR Newsletter.



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