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In the Matter of MITCHELL BROTHERS of Waterfoot, Limited.

At an Extraordinary General Meeting of the above named Company, duly convened, and held at the offices of Messers. Grundy, Kershaw, Samson and Co., solicitors, 31 Booth-street, Manchester, on the 13th day of December, 1904, the subjoined Resolutions were duly passed, and at a subsequent Extraordinary General Meeting of the said Company, also duly convened and held at the same place, on the 31st day of December, 1904, the subjoined Special Resolutions were duly confirmed, namely:-

- 1. That having regard to the agreement, dated the 28th day of October, 1904, and made between this Company of the first part, William Mitchell, Thomas Mitchell and Robert John Chadwick Mitchell, of the second part, and Mitchells, Ashworth, Stansfield and Company Limited (hereinafter called 'the New Company"), of the third part, for the sale of part of the undertaking and assets of this Company to the New Company, it is desirable to wind up this Company, and accordingly that this Company be wound up voluntarily, and that Henry Naylor, of No 37, Crossstreet, in the city of *Manchester*, Charted Accountant, be and he is hereby appointed Liquidator for the purpose of such winding up.
- 2. That the said Liquidator be and he is hereby authorised to carry the said agreement into effect, and to distribute, in specie of kind, the 113,783 fully paid 6 per cent preference shares, and the 113,783 fully paid ordinary shares of the New Company (which forms part of the consideration for the said sale), and all other the assets and property of this Company not included in the said sale, among the contributories of this Company, in accordance with an agreement dated the 30th day of November, 1904, and made between this Company of the first part, the members of this Company of the second part, and the said William Mitchell, Thomas Mitchell and Robert John Chadwick Mitchell of the third part, and to carry the same agreement into effect with or without such modifications as he may think fit.

Dated this 31st day of December 1904.

WILLM MITCHELL Chairman.