

2. That the said Liquidator be and he is hereby authorized, pursuant to section 259 of the Companies Act, 1908, to enter into an agreement with Andrew Hanna, of Auckland, Solicitor, as Trustee for and on behalf of the Oversea Sales Agency (Limited), a company to be incorporated under the said Act subsequent to the date hereof as a "private company," for the sale to it of the whole of the business and assets of this company, in consideration of the allotment of shares in the new company upon the footing—

(a.) That the whole of the business and assets of this company shall be transferred to the new company in consideration of the allotment to the Liquidator of this company of such number of shares in the new company credited as fully paid up as shall enable the said Liquidator to issue share for share to the shareholders of this company.

(b.) That all the creditors of this company shall be paid the amount of their debts in full on or before the completion of the winding-up of this company.

(c.) That all the costs of and incidental to the liquidation of this company and the incorporation of the new company shall be borne and paid by the new company.

ROBT. FREDERICK WILSON, Liquidator.

Witness—A. Hanna, Solicitor, Auckland. 150

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