6490454

**MINUTES OF A MEETING OF THE DIRECTORS OF**

**ESKER COMMERCIALS LIMITED**

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| Registered No: | 06490454 Registered in England |
| Venue: | Claylands Avenue, Worksop, S81 7BQ |
| Date: | 22 September 2009 |
| Time: | 12.15 pm |
| Present: | Mr Danny McGee (in the chair)<br>Mrs Helena McGee |
| In Attendance: | Ian Leonard (KPMG Chartered Accountants – by phone) |

1. It was agreed that formal notice of this meeting be waived.

**Report on company's position**

2. Following a discussion on the financial position of the company it was agreed that the best course of action would be to arrange for it to be placed into creditors' voluntary liquidation.

**Extraordinary general meeting**

3. It was RESOLVED THAT the secretary be instructed to convene an extraordinary general meeting of the company for the purpose of considering and, if thought fit, passing the following resolutions, resolution No 1 as an extraordinary resolution and resolution No 2 as an ordinary resolution:-

   (a) 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 the same and THAT accordingly the company be wound up voluntarily.'

   (b) THAT John Hansen, of KPMG, Chartered Accountants, Stokes House, 17-25 College Square East, Belfast, BT1 6DH, be and is hereby appointed Liquidator of the company.

**Creditors' meeting**

4. The board RESOLVED as follows:-

(a) THAT the secretary be instructed to convene a meeting of the company's creditors in accordance with Section 98 of the Insolvency Act 1986;

(b) THAT KPMG, on behalf of the company, be and are hereby authorised to send notices of the meetings mentioned above to the shareholders and the creditors and to insert copies thereof in the London Gazette and two newspapers circulating in the area of the company's principal place of business.

(c) THAT KPMG be instructed to prepare, on behalf of the board, the statement of affairs to be laid before the creditors' meeting in accordance with Section 99 of the said Order and a report for submission to the meetings, and THAT the costs thereof, which are hereby agreed to be £2,000 plus VAT and outlay, be paid prior to the meeting, if possible.

(d) THAT KPMG be authorised to instruct agents on the company's behalf, to appraise the value of the company's chattel assets and properties and that their fees should be paid out of the assets of the company prior to the meeting, if possible.

(e) THAT Danny McGee being a director and the secretary of the company be and are hereby authorised to swear the statement of affairs;

**Banking arrangements prior to liquidation**

5. It was also RESOLVED:-

(a) THAT the company's accounts with be no longer operated and THAT KPMG be instructed to write to the Bank, on behalf of the company, forthwith to cancel all standing orders and direct debit authorities and to stop the payment of all outstanding cheques

(b) THAT the Bank is authorised to provide KPMG with such information as they may require to prepare the statement of affairs and the report to the meetings;

(c) THAT an account be opened for the company at Ulster Bank which it is hereby confirmed has no actual or contingent claims against the company. All monies received by the company are to be paid into this account from now until the appointment of a liquidator.

**Attendance at meetings**

6. It was resolved that all directors be requested to attend the meeting of creditors.

**Registered office**

7. It was resolved that the registered office of the company be changed to the offices of KPMG, 1 The Embankment, Neville Street, Leeds, LS1 4DW.

**Other Business**

8. The chairman was authorised to sign these minutes as an accurate record of the proceedings.

There being no further business, the meeting then terminated.

**Signed:** ________________ **(Chairman)**

**Name of signatory:**