

EMANAR TRANSPORT (INVERNESS) LIMITED

(In Liquidation)

Petition for Discharge of Liquidator

NOTICE is hereby given that on 15th February 1990 a petition was presented to Inverness Sheriff Court by Alan Andrew Nelson, Chartered Accountant, 10 Ardross Street, Inverness, Liquidator of Emanar Transport (Inverness) Limited, a company incorporated under the Companies Acts and having its Registered Office at 8 Ardross Terrace, Inverness, craving *inter alia* the exoneration and Discharge of the Petitioner of his whole actings, intromissions and management as Liquidator aforesaid; in which Petition the Sheriff of Grampian Highland and Islands at Inverness by Interlocutor dated 23rd March 1990 appointed the Petition to be intimated on the walls in common form and to be advertised once in the Edinburgh Gazette, to be served as craved along with a copy of the Interlocutor and to allow all parties claiming an interest to lodge Answers thereto, if so advised, within eight days from the date of such intimation, advertisement and service with the Sheriff Clerk, Inverness.

All of which notice is hereby given

Richard J Skelton,
Agent for Petitioner

South Forrest
Solicitors
8 Ardross Terrace
Inverness

(46)

GENERAL ACCIDENT FIRE AND LIFE ASSURANCE CORPORATION p.l.c

A PETITION was presented on 28th March 1990, to the Court of Session by General Accident Fire and Life Assurance Corporation p.l.c., a company incorporated under the Companies Acts and having its Registered Office at Pitheavlis, Perth PH2 0NH ("the Corporation") craving their Lordships *inter alia* (a) to appoint the Corporation to summon and hold a meeting of the holders of the Corporation's ordinary shares of 25p each and a meeting of the holders of the Convertible Loan Notes issued by the Corporation for the purpose in each case of considering and if so resolved approving with or without modification the Scheme of Arrangement printed in the appendix to the Petition and (b) to sanction the said Scheme of Arrangement:

On 30th March 1990, an Interlocutor was pronounced in the following terms:—

The Lords having heard Counsel for the Petitioners appoint the Petition to be intimated on the walls and in the minute book in common form; appoint the Company to summon and hold (1) a meeting of the holders of the ordinary shares of 25p each of the Company and (2) a meeting of the holders of the Convertible Loan Notes issued by the Company (as defined in paragraph (A) of the preliminary section of the said scheme of arrangement), for the purpose in each case of considering and, if so resolved, approving with or without modification the scheme of arrangement printed in the appendix appended to the Petition; authorises the directors of the Company, subject to notice being given as aftermentioned, to fix a day, hour and place of the said meetings, to appoint the secretary or solicitor of the Company to give at least 21 days' notice of the said meetings by advertisement once in the Edinburgh Gazette and once in each of the Scotsman and Financial Times newspapers in terms of the advertisement produced stating the day, hour and place and object of the said meetings and containing details of where copies of the explanatory statement referred to may be obtained; appoints the secretary or solicitors for the company to give notice by post at least 21 days prior to the date of each of the said meetings in terms of the form of notice produced stating the day, hour and place and objects of the said meetings with (1) form of proxy for use thereat in terms of the forms produced, (2) a copy of the said scheme of arrangement and (3) a circular letter containing an explanatory statement explaining the effect of the said scheme and containing the statement required by section 426 of the Companies Act 1985 to every registered holder (or to the first named of joint holders) of shares or Convertible Loan Notes of the Company who fall into the aforesaid classes to the address

of each of such holders as it appears in the Company's register of members as at close of business on 3rd April 1990; orders that forms of proxy for the meeting of holders of ordinary shares to be valid need not be in favour of a member of the Company and that forms of proxy for the meeting of the holders of Convertible Loan Notes to be valid need not be in favour of a member of the Company or of a holder of Convertible Loan Notes, but must in both cases be lodged at the office of the Company's registrars not less than 48 hours before the meeting in question and signed in accordance with the Company's Articles of Association, order the secretary or solicitor of the Company to insert a statement to that effect in the notice; appoints The Rt. Hon the Earl of Airlie or, failing him, R. W. Adam or, failing him, W.N. Robertson or, failing him, such other person as the said meetings may appoint to act as chairman of the said meetings; authorises the chairman of each meeting to adjourn it to such later date or dates and to such other place or places as he may determine; direct the chairman of each meeting to report the result to the Court.

"Donald M. Ross" IPD.

In addition with the foregoing Order, a duly authorised Committee of the Board of Directors of the Corporation have fixed the day, hour and place of the said meetings and notice is hereby given as follows:—

(a) The said meeting of holders of the ordinary shares of 25p each of the Corporation will be held at Pitheavlis, Perth on Wednesday the second day of May 1990, at 10 a.m. (or as soon thereafter as the Annual General Meeting of the Corporation convened for the same place and date shall have been concluded or adjourned), at which place and time all holders of the ordinary shares of 25p each of the Corporation are requested to attend;

(b) The said meeting of holders of the Convertible Loan Notes of the Corporation, being the Variable Interest Rate Convertible Unsecured Loan Notes 1990, the Variable Interest Rate Convertible Unsecured Loan Notes 1991, the 5½% Convertible Unsecured Loan Notes 1991, the Variable Interest Rate Convertible Unsecured Loan Notes 1992 and the Variable Interest Rate Convertible Unsecured Loan Note 2003 created and issued by the Corporation and convertible into ordinary shares of 25p each of the Corporation, will be held at Pitheavlis, Perth on Wednesday the second day of May 1990, at 2.30 p.m., at which place and time all the holders of the said Convertible Loan Notes are requested to attend.

Any of the said holders of ordinary shares or Convertible Loan Notes may vote in person at the meeting which he is entitled to attend in terms of this notice or may appoint a proxy to attend and vote instead of him. Forms of proxy for the meetings of holders of ordinary shares in order to be valid need not be in favour of a member of the Corporation and forms of proxy for the meeting of holders of Convertible Loan Notes to be valid need not be in favour of a member of the Corporation or of a holder of Convertible Loan Notes, but in both cases must be lodged with the Registrar of the Corporation Lloyds Bank Plc, Registrar's Department, Goring-by-Sea, Worthing, West Sussex BN12 4BR not less than 48 hours before the time appointed for the meeting in question and must be signed in accordance with the Corporation's Articles of Association. In the case of joint holders of the said ordinary shares or of Convertible Loan Notes, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined, in the case of ordinary shareholders, by the order in which the names stand in the Register of Members of the Corporation, and, in the case of holders of Convertible Loan Notes, by the order in which the names stand in the register of such Convertible Loan Notes kept by the Corporation. Copies of the said Scheme of Arrangement and of the explanatory statement explaining the effect of the said Scheme and containing the statement required by Section 426 of the Companies Act 1985 together with forms of proxy for use at the said meetings will shortly be despatched to shareholders and Convertible Loan Note holders entitled to attend said meetings, and may be obtained by any such shareholder or Convertible Loan Note holder upon application either by post or in person to the Solicitors of the Corporation, Messrs. Dundas & Wilson C.S., 25 Charlotte Square, Edinburgh EH2 4EZ.

Of all which intimation is hereby given.

Dundas & Wilson C.S.,
Solicitors for the Petitioners.

25 Charlotte Square,
Edinburgh EH2 4EZ.

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