

Orchard Street, Crawley, West Sussex RH11 7AE, is hereby appointed the Liquidator for the purpose of such winding-up."

(407)

*J. D. Jukes, Chairman***KESTREL CHEMICALS LIMITED**

At an Extraordinary General Meeting of the above-named Company, duly convened, and held on 2nd November 1992, the following Resolutions were passed:

"That the Company be wound up voluntarily, and that Christopher Mark Slater of Royce Peeling Green, Hilton Chambers, 15 Hilton Street, Manchester M1 1JL, be and he is hereby appointed Liquidator for the purpose of such winding-up."

That in accordance with the provisions of the Company's articles of association, the Liquidator be and is hereby authorised to divide among the Members *in specie* all or any part of the Company's assets.

(343)

*L. Bohm***L BOHM & CO. LTD.**

At an Extraordinary General Meeting of the above-named Company, duly convened, and held on 2nd November 1992, the following Resolutions were passed:

"That the Company be wound up voluntarily, and that Christopher Mark Slater of Royce Peeling Green, Hilton Chambers, 15 Hilton Street, Manchester M1 1JL, be and is hereby appointed Liquidator for the purpose of such winding-up."

That in accordance with the provisions of the Company's articles of association, the Liquidator be and is hereby authorised to divide among the Members *in specie* all or any part of the Company's assets.

(346)

*L. Bohm***SEA SURVEILLANCE LIMITED**

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at 31 Carlton Crescent, Southampton SO1 2EW, on 9th October 1992 at 3 p.m. the following Resolutions were passed:

"That it has been proved to the satisfaction of the Meeting that the Company cannot, by reason of its liabilities, continue its business, and that the Company be wound up voluntarily, and that Peter Anthony Hall and Geoffrey A. Gee, of Grant Thornton, of 31 Carlton Crescent, Southampton SO1 2EW, and 28 Kenwood Park Road, Sheffield S7 1NG, be appointed Joint Liquidators for the purposes of the voluntary winding-up."

(514)

*P. J. Derham, Chairman***PRODEMCO HOLDINGS LIMITED**

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at the Calverley Hotel, Crescent Road, Tunbridge Wells, Kent, on 13th November 1992, the subjoined Extraordinary Resolutions were duly passed:

"That it has been proved to the satisfaction of the Company that this Company cannot, by reason of its liabilities, continue its business, and that it is advisable that the same should be wound up; and that the Company be wound up accordingly and that Martin C. Armstrong, of Turpin, Barker & Armstrong, Brittingham House, Orchard Street, Crawley, West Sussex RH11 7AE, is hereby appointed the Liquidator for the purpose of such winding-up."

(410)

*J. D. Jukes, Chairman***CARELYNN LIMITED**

At an Extraordinary General Meeting of the above-named Company, duly convened and held in the Royal Standard, 136 High Road, Loughton, Essex, on 13th November 1992, the subjoined Extraordinary Resolution was duly passed:

"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, accordingly, that the Company be wound up voluntarily and that Robert Leonard Harry Knight, of Cooper Paul, St. George House, Station Approach, Cheam, Surrey SM2 7AT, be and he is hereby appointed Liquidator for the purposes of such winding-up."

(354)

*A. M. Burrige, Chairman***DISTANCE LEARNING SYSTEMS LIMITED**

At an Extraordinary General Meeting of Distance Learning Systems Limited, held at Havelock Chambers, Queens Terrace, Southampton SO1 1BP, on 12th November 1992, the following Extraordinary Resolution was passed:

"That it has been proved to the satisfaction of this Meeting that the Company cannot, by reason of its liabilities, continue its business, and it is advisable to wind up the same and accordingly that the Company be wound up voluntarily."

(419)

*A. Lazzrini, Chairman of the Meeting***SPEDDING NICOLSON & CO. LIMITED**

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at the offices of Parkin S. Booth & Co., 44 Old Hall Street, Liverpool 3, on 10th November 1992, the subjoined Extraordinary Resolution was duly passed:

"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 accordingly that the Company be wound up voluntarily, and that Alexander W. D. Jack, of 44 Old Hall Street, Liverpool L3 9EB, be and he is hereby appointed Liquidator for the purpose of such winding-up."

(359)

*I. C. Forbes, Director***HAMSTEAD CAR BODY REPAIRS LIMITED**

At an Extraordinary Meeting of the above-named Company, duly convened, and held at 141 Great Charles Street, Birmingham B3 3LG, on Friday, 13th November 1992, the subjoined Extraordinary Resolution was duly passed:

"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 accordingly that the Company be wound up voluntarily, and that James Anthony McCann, of 141 Great Charles Street, Birmingham B3 3LG, be and he is hereby appointed Liquidator for the purpose of such winding-up."

(363)

*D. W. Manship***T. R. FOOD PRODUCTS COMPANY LIMITED**

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened, and held at 5 Eldon Court, Eldon Street, Walsall, West Midlands, at 10.30 a.m., on Thursday, 12th November 1992, the following Extraordinary Resolution was duly passed:

"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 accordingly that the Company be wound up voluntarily, and that Mr. Colin Leslie Smith, of 5 Eldon Court, Eldon Street, Walsall, West Midlands, be and is hereby appointed Liquidator for the purpose of such winding-up."

(855)

*J. T. Taylor, Chairman***B.H. REALISATIONS LIMITED**

At an Extraordinary General Meeting of the Company, duly convened, and held on 15th November 1992, the following Resolution was duly passed as Special Resolution of the Company:

"That the Company be wound up voluntarily; that Richard Victor Yerburgh Setchim be appointed Liquidator to the Company; that the remuneration of the Liquidator be fixed on the basis of time spent by him and members of his staff on the basis of their normal charging rates as applicable from time to time and he be authorised to draw such remuneration monthly or at such longer intervals as he may determine; that in consideration of the issue by Baxter Healthcare (Holdings) Limited in aggregate of 6,852,348 fully paid ordinary shares of £1 each to the holders of shares in the Company, the entire issued share capital of Baxter Healthcare Limited be transferred to Baxter Healthcare (Holdings) Limited upon the terms subject to the conditions contained in a Share Transfer Agreement ("the Share Transfer Agreement") produced to the Meeting and to be made between (1) the Company, (2) its Liquidator, Richard Victor Yerburgh Setchim and (3) Baxter Healthcare (Holdings) Limited; that in consideration of the payment by Caremark Services the sum of £2,310,000 to be satisfied by the issue and allotment by Caremark