

(a) INTRODUCTION

The existence of a solvent company incorporated under the Nova Scotia Companies Act (the "Act") may come to an end in a variety of ways. The company may be voluntarily wound up by its shareholders, it may be compulsorily wound up by the court, or it may be dissolved by the Registrar. These alternatives are commonly known as either "windups" or "dissolutions". A voluntary windup by shareholders is also known as a "surrender".

Though not the subject of this paper, one should also be aware that a solvent company's existence under the Act may also be terminated by the process of statutory amalgamation or by the process of "discontinuance" or "exporting". In a statutory amalgamation, an amalgamating company becomes part of a new entity, the amalgamated company, and its former independent existence is terminated. In a "discontinuance" or "exportation", the company leaves the Nova Scotia jurisdiction and becomes subject to the laws of some other jurisdiction.

This paper is not intended to examine the termination of insolvent companies. Reference in that regard should be made to both the Companies Winding Up Act (Nova Scotia) and the Winding-Up Act (Canada).

(b) SURRENDER OF CERTIFICATE OF INCORPORATION

The shareholders of a company may decide, for whatever reason, to voluntarily terminate the company's existence by surrendering its certificate of incorporation to the Registrar of Joint Stock Companies (the "Registrar"). The most common cases involve situations where (1) the shareholders of a company determine that they no longer wish to carry on business, or (2) a company has acquired all the outstanding shares of another company and then wishes to transfer the assets of the subsidiary

company to the parent company and terminate the existence of the subsidiary company.

The voluntary surrender procedure is governed by Section 137 of the Act.

Subsection 137(1) of the Act provides for the surrender of a company's certificate of incorporation (and certificate of name change, if applicable) and the striking of its name from the Register of Companies maintained by the Registrar if it can prove to the satisfaction of the Registrar that (i) it has no assets and that any assets owned by it immediately prior to the application for leave to surrender its Certificate of Incorporation have been divided rateably among its shareholders, that either (ii) it has no debts, liabilities or other obligations or (iii) its debts, liabilities or other obligations have been duly provided for or protected, or that the creditors of the company or other persons having interests in such debts, liabilities or other obligations consent to the surrender application, and (iv) the company has given notice of the application for leave to surrender its Certificate of Incorporation by publishing the same once in the Royal Gazette and once in a newspaper published as near as possible to the site of the company's Registered Office, not earlier than two months and not later than two weeks before the date of the application.

Once the Registrar has satisfied himself that the foregoing provisions have been complied with, he may accept a surrender of the company's Certificate of Incorporation, direct its cancellation and fix a date upon and from which the company is dissolved.

From a corporate point of view, the effective date of surrender will be the date on which the wind up documentation was

filed with the Registrar's office. For a discussion of the effective date of the surrender for tax purposes, see below.

Surrenders are normally approved by Special Resolution. In addition, the Third Schedule to the Act requires that the surrender resolution must be approved by a majority of not less than 2/3 of the holders of each class of shares voting separately as a class, regardless of whether such shares otherwise carry the right to vote. A Special Resolution to surrender the company's Certificate of Incorporation will trigger dissent rights under the Third Schedule. It is the company's responsibility to ensure that such dissent rights are properly brought to the attention of shareholders.

In addition to the normal corporate documentation and resolutions, it will also be necessary to ensure that the company's assets have been duly distributed and that all debts and liabilities have been provided for or consents of creditors obtained. This will require the preparation, execution and registration, as appropriate, of conveyancing documents, releases, and consents, as the case may be. In particular filings under the Corporations Securities Registration Act, which are maintained by the Registrar, should be examined as it is a common error to file windup documentation while an undischarged debenture remains on the company's files.

Notwithstanding the surrender of the company's Certificate of Incorporation, pursuant to Subsection 137(4) of the Act, the shareholders of the company will continue to be jointly and severally to the company's creditors liable to the extent of the assets received by them for all successful actions commenced within one year from the date of dissolution of the company. That liability is in addition to that prescribed in Section 135 of the Act.

As mentioned above, the surrender process may involve the distribution of assets to individual shareholders of the Company or the distribution of assets from a subsidiary company to a parent company.

From a tax point of view, when assets are distributed by a corporation to its shareholders on a wind-up, the assets are deemed to have been sold at their fair market values. Any amount that a individual shareholder receives in excess of the cost of their original investment is generally deemed to have been received as a dividend.

There is an exception for the wind-up of a 90% (or more) owned subsidiary into its taxable Canadian parent. In simple terms, upon the wind-up the subsidiary is deemed to have disposed of its assets for proceeds equal to their cost so that no capital gain has occurred. At the same time, the cost to the parent of the assets transferred to it by the subsidiary is deemed to be equal to the subsidiary company's cost. This has the effect of a rollover which defers any capital gain until the parent in turn eventually disposes of the asset or assets in question.

There is some variance in practice as to whether it is necessary to obtain a Clearance Certificate pursuant to section 159(2) of the Income Tax Act from Revenue Canada. The obtaining of Certificates is a statutory requirement, however, you should always check with the person preparing the Auditor's Certificate to ensure that they have not already such a Certificate.

A last point with respect to tax related matters concerns the effective date of the surrender for tax purposes. Contrary to the situation described above, the effective date for

tax purposes is the date that the Special Resolution was enacted or such other date as may be specified in the Special Resolution.

A common source of difficulty with respect to surrenders is obtaining of the appropriate Auditor's Certificate (see attached) that will satisfy the Registrar as to the matters raised in Subsections 137(1)(a) and (b)(i) or (ii) of the Act. It is normally prudent to ensure that the Auditor's Certificate is either in hand or readily forthcoming so that there can be proper coordination with the advertising that is required by Subsection 137(1)(c) of the Act.

In cases where a client requests a surrender of a Certificate of Incorporation on short notice, the advertising requirements should be examined immediately to ensure that these can be satisfied. It may take several days for the required advertisement (see attached) to appear in the appropriate newspaper. In addition, the advertising deadline for the Royal Gazette is presently noon on Wednesday of every week for the edition of the Royal Gazette published in that week. This may cause insurmountable timing problems.

(c) THE COMPANIES WINDING UP ACT

An infrequently used statute in the Province of Nova Scotia is the Companies Winding Up Act. Given the addition of the Third Schedule to the Act, and the possibility of a court ordered windup as a possible oppression remedy, the Act may continue to be infrequently used. While this Act can be used to wind up various bodies corporate for various reasons, it is normally resorted to in cases where an apparently insoluble dispute exists between shareholders. In such a case, the company, or any shareholder or shareholders may apply to the Trial Division of the Supreme Court for an Order winding up the Company.

The Court has jurisdiction to make an order for winding up where the Court is of the opinion that it is just and equitable that the company be wound up. Once it determines that it may make such an order, the Court can proceed in two ways. In cases where an application has been brought by less than all of the shareholders of the company, the Court can fix the value of the applicant's shares and grant an option to the respondent shareholder(s). This avoids the wind up of the company but serves to settle the differences among the shareholders by providing for the buyout of a dissatisfied shareholder. In the alternative, the Court can make a wind up order and appoint liquidators to wind up the company's affairs and distribute the company's property.

The tax consequences arising from such a wind-up are identical to those discussed above for a non-parent subsidiary wind-up, that is to say that assets distributed by a company to its shareholders shall be deemed to have been disposed at their fair market value and that amounts received by shareholders in excess of the cost of their original investment are generally deemed to have been received as a dividend. It is also important to ensure that prior to distribution of property, the liquidator obtain the Certificate required under section 159(2) of the Income Tax Act from Revenue Canada Taxation.

(d) **STRIKING OFF BY THE REGISTRAR**

If the Registrar believes that a company is not carrying on business or is not in operation, he has authority under Subsection 136(1) of the Act to send the company a registered letter inquiring as to whether the company is carrying on business or is in operation. If the Registrar receives an answer from the company to the effect that it is not carrying on business or is not in operation, or if the Registrar does not

receive an answer from the Company within one month after sending his original letter, the Registrar may then within four weeks after the expiration of that month, publish a notice in the Royal Gazette to the effect that, unless cause to the contrary is shown, at the expiration of one month of the date of the notice, the name of the company will be struck from the Register of Companies and dissolved. The Registrar must also send this last notice to the company.

If during the month following the date of the notice the company does not take some action which satisfies the Registrar, the Registrar may then strike the company off the Register and publish notice of same in the Royal Gazette. Upon the publication of the Notice of Dissolution, the company is struck off the Registrar but the liability of every director, managing officer and member of the company continues and may be in force as if the company had not been dissolved.

An interesting side effect of a dissolution pursuant to this section is the escheat to the Crown of the company's property provided for in Part VII of the Corporations Miscellaneous Provisions Act. Though it is possible to have the company reinstated in certain circumstances (see below), any reinstatement order will not affect the title of a person who acquires property of the company from the Crown before the reinstatement order is made.

Under Subsection 136(4), if a company, member of a company or a creditor of a company feels aggrieved by the striking off of the Company's name it, he, she or they may apply to court for restoration of the name of the Company to the Registrar of Companies. If such an order is granted, the Company is deemed to have continued in existence as if its name had never been struck off and the Court may order such ancillary relief as it deems appropriate.

A question often arises as to whether to proceed under the provisions of Section 136 or Section 137 of the Act to get rid of an unwanted company. If continuing liability is a concern, then it is better to proceed under Section 137 of the Act as the liability is limited to actions brought within one year from the date of dissolution. Liability under Section 136 of the Act continues indefinitely and creditors have a possibility of applying for restoration orders if appropriate. If cost is the dominant concern, then it is better to proceed under Section 136 of the Act.

If the tax consequences are the prime concern and if there is a parent subsidiary relationship, in order to take advantage of the rollover provisions referred to above it appears that the Company must proceed voluntarily under the provisions of Section 137 of the Act.

The Registrar also has authority under Subsection 137(6) of the Act to strike off the names of any company (a) deemed to be dissolved under Subsection 67(1) of the Companies Winding Up Act, (b) against whom a final order has been made under the Winding-up Act (Canada) or the Companies Winding Up Act, or (c) that pursuant to Section 134 of the Act, was an amalgamating company and that amalgamated with one or more other companies.

(e) **PRECEDENTS**

Sample precedents for the surrender of the Certificate of Incorporation of a fictional company called "ABC Consultants Limited" are attached to this paper for the reader's information only.

CHECKLIST - SURRENDER OF CERTIFICATE OF INCORPORATION

1. When is Windup to be effective? Are any special arrangements necessary with the Registrar of Joint Stock Companies?
2. What arrangements are necessary for shareholder approval and are problems anticipated?
3. Where and when must advertising be done?
4. Who is preparing Auditor's Certificate and how soon can it be prepared?
5. Are there assets to be distributed and if so, what are they, where are they located, who is to receive them and how?
6. Who is obtaining Certificate under s.159(2) of the Income Tax Act?
7. Where is original Certificate of Incorporation?

ABC CONSULTING LIMITED

SPECIAL RESOLUTION OF THE SHAREHOLDERS IN WRITING

BE IT RESOLVED:

1. THAT effective as and from 11:59 p.m., Halifax Time on October 31, 1992, the Company be and it is hereby authorized to make an application to the Registrar of Joint Stock Companies for acceptance of the Surrender of the Certificate of Incorporation of the Company and the fixing of the date upon and from which the Company shall be dissolved in accordance with the provisions of Section 137 of the Companies Act, being Chapter 81 of the Revised Statutes of Nova Scotia, 1989, as amended;

2. THAT for the purpose of enabling the Company to surrender its Certificate of Incorporation pursuant to the provisions of Section 137 of the Companies Act aforesaid, effective as of 11:59 p.m., Halifax Time on October 31, 1992, the property and assets of the Company be either distributed to the Shareholders of the Company or be sold and the proceeds be distributed to the Shareholders of the Company;

3. THAT the President and the Secretary hereby authorized to do all such things and to sign and execute all such documents necessary or desirable for the purposes of carrying out the foregoing.

ENACTED as a Special Resolution of the Shareholders of ABC Consulting Limited pursuant to Section 92(1) of the Nova Scotia Companies Act on October 31, 1992 having been signed by all Shareholders of all classes of shares of the Company.

ANDREW ADAMS

BARBARA BROWN

CERTIFICATE

I hereby certify that the foregoing is a true and correct copy of a Special Resolution of the Shareholders of ABC CONSULTING LIMITED duly enacted on October 31, 1992 pursuant to Section 92(1) of the Nova Scotia Companies Act, having been signed by all Shareholders of the Company of all classes of shares of the Company and that such Special Resolution is now in full force and effect.

DATED at Halifax, Nova Scotia on October 31, 1992.

SECRETARY

ABC CONSULTING LIMITED

RESOLUTIONS OF THE DIRECTORS IN WRITING

WHEREAS by a Special Resolution of the Shareholders of this Company passed previously, it was resolved that the Company be authorized effective as and from 11:59 p.m., Halifax Time, on October 31, 1992 to apply to the Registrar of Joint Stock Companies for the Province of Nova Scotia, for acceptance of the surrender of the Certificate of Incorporation of the Company;

RESOLVED as Resolutions of the Directors of the Company as follows:-

(1) THAT the Company hereby acknowledges and declares that as and from 11:59 p.m., Halifax Time, on October 31, 1992 the Company will be possessed of all of its net property and assets in trust only for the use, benefit and advantage of the Shareholders of the Company as their respective interests may appear and that all income accruing therefrom will be held only in trust for such Shareholders;

(2) THAT the President and Secretary hereby authorized, for and on behalf of the Company, to do such matters and things as they shall deem necessary or advisable, including the execution of documents on behalf of and under the corporate seal of the Company, in connection with the surrender of the Certificate of Incorporation;

ENACTED as Resolutions of the Directors of ABC CONSULTING LIMITED on October 31, 1992 pursuant to the provisions of Section 91(1) of the Nova Scotia Companies Act having been signed by all Directors of the Company who would be entitled to vote on the foregoing Resolutions at a meeting of the Directors of the Company.

ANDREW ADAMS

BOB BROWN

ABC CONSULTING LIMITED

DECLARATION OF TRUST

WHEREAS by a Special Resolution of the Shareholders of ABC CONSULTING LIMITED, a body corporate, duly incorporated under the laws of the Province of Nova Scotia, (herein referred to as the "Company") enacted on October 31, 1992 it was resolved that the Company do apply to the Registrar of Joint Stock Companies for the Province of Nova Scotia, for acceptance of the surrender of its Certificate of Incorporation pursuant to Section 137 of the Companies Act, being Chapter 81 of the Revised Statutes of Nova Scotia, 1989, as amended;

THEREFORE KNOW ALL PERSONS BY THESE PRESENTS that the Company hereby acknowledges and declares that as and from 11:59 p.m., Halifax Time on October 31, 1992, subject to the payment of or the adequate provision for all of its creditors, the Company is possessed of all of its net property and assets in trust for the only use, benefit and advantage of the Shareholders of the Company as their respective interests may appear, and that all income accruing or to accrue therefrom is held only in trust for such Shareholders, their respective heirs, executors, administrators, successors and assigns, and that the Company will, at any time hereafter, at the request and at the consent of such Shareholders, assign and transfer the said net property and assets to such Shareholders or to such person, firm or corporation as such Shareholders shall, in writing, direct.

IN WITNESS WHEREOF the Company has hereunto caused These Presents to be executed in its name and on its behalf and its corporate seal to be hereunto affixed by the hands of its President and Secretary in that behalf the day and year first above written.

SIGNED, SEALED and DELIVERED
in the presence of:

)
) ABC CONSULTING LIMITED
)
) Per: _____
)
) Per: _____

N.B. - SEE FORM OF NOTICE IN AFFIDAVIT OF PUBLICATION BELOW

DELIVERED BY HAND

The Chronicle Herald
and Mail Star
1650 Argyle Street
Halifax, Nova Scotia

Attention: Advertising Department

Dear Sirs:

Re: ABC Consulting Limited

I enclose a Notice concerning the surrender of Certificate of Incorporation for the above-noted Company and I would ask you to publish same in both editions of your newspaper and send me a copy of the advertisement as soon as possible.

If you have any questions or comments concerning the above, please contact me.

Please forward your statement of account to the undersigned.

Yours very truly,

DALEY, BLACK & MOREIRA

A. Mark David

N.B. - SEE FORM OF NOTICE IN AFFIDAVIT OF PUBLICATION BELOW

DELIVERED BY HAND

The Royal Gazette
5th Floor Maritime Centre
1505 Barrington Street
Halifax, Nova Scotia

Dear Sirs:

Re: ABC Consulting Limited

I enclose a notice concerning the surrender of the Certificate of Incorporation for the above-noted Company which I would ask you to publish in the upcoming edition of the Royal Gazette.

Our firm cheque in the amount of \$16.05, including GST, is enclosed to cover your fees.

Yours very truly,

DALEY, BLACK & MOREIRA

A. Mark David

DELIVERED BY HAND

The Registrar of Joint Stock Companies
1660 Hollis Street
Halifax, Nova Scotia

Dear Sir:

Re: ABC Consulting Limited

With respect to an application to surrender the
Company's Certificate of Incorporation, I enclose the following:

1. Affidavit of Publication;
2. Petition;
3. Our firm cheque in the amount of \$150.00 to cover
your fees.

A Special Resolution authorizing the surrender of the
Certificate of Incorporation was filed with your office on
, 1992.

Please forward your Certificate accepting the surrender
of the Company's Certificate of Incorporation to the undersigned
at your earliest convenience.

Yours very truly,

DALEY, BLACK & MOREIRA

A. Mark David

IN THE MATTER OF: the Nova Scotia Companies Act,
R.S.N.S. (1989) as amended

- and -

IN THE MATTER OF: the Application of ABC
CONSULTING LIMITED (the
"Company") for leave to
surrender its Certificate of
Incorporation

AFFIDAVIT OF PUBLICATION

I, A. MARK DAVID, of Halifax, in the County of Halifax,
Province of Nova Scotia, hereby make oath and say as follows:

1. THAT I am the solicitor for ABC CONSULTING LIMITED and have personal knowledge of the matters herein deposed to except where stated to be based upon information and belief;
2. THAT attached hereto and marked Exhibit "A" is a copy of the Notice of Application for Leave to Surrender the Certificate of Incorporation of the Company, which Notice was published in the Royal Gazette on , 1992;
3. THAT attached hereto and marked Exhibit "B" is a copy of the Notice of Application for Leave to Surrender the Certificate of Incorporation of the Company, which Notice was published in the Chronicle-Herald and Mail Star, a newspaper published at Halifax, Nova Scotia, on , 1992;
4. THAT attached hereto and marked Exhibit "C" is a Certificate of A & B, Chartered Accountants, Auditors of the Company, showing that all assets of the Company have been distributed to the Shareholders of the Company and that the Company has paid or adequately provided for all debts, liabilities and other obligations of the Company, including Income Taxes;

5. THAT attached hereto and marked Exhibit "D" is the original Certificate of Incorporation of the Company dated
 , 19 .

SWORN TO at Halifax, in the)
County of Halifax, Province)
of Nova Scotia, this day)
of , 1992, before me,)

A. MARK DAVID

A Barrister of the Supreme
Court of Nova Scotia)
)
)

Exhibit "A" - Royal Gazette
Exhibit "B" - Local Paper

IN THE MATTER OF

the Nova Scotia Companies Act,
R.S.N.S. (1989) as amended

- and -

IN THE MATTER OF

the Application of ABC CONSULTING
LIMITED for leave to surrender its
Certificate of Incorporation

NOTICE is hereby given that ABC CONSULTING LIMITED, a body corporate, duly incorporated under the laws of the Province of Nova Scotia, with registered office at Halifax, Nova Scotia, intends to apply to the Registrar of Joint Stock Companies for the Province of Nova Scotia for leave to surrender the Certificate of Incorporation of ABC CONSULTING LIMITED and for its dissolution consequent thereon pursuant to the provisions of Section 137 of the Companies Act, being Chapter 81 of the Revised Statutes of Nova Scotia, 1989, as amended.

DATED at Halifax, Nova Scotia, on November 10, 1992.

A. MARK DAVID
Solicitor for ABC CONSULTING LIMITED

DATED: 1992

IN THE MATTER OF the Nova Scotia
Companies Act, R.S.N.S. (1989) as
amended

- and -

IN THE MATTER OF the Application of
ABC CONSULTING LIMITED for leave to
surrender its Certificate of
Incorporation

NOTICE

A. Mark David
DALEY, BLACK & MOREIRA
Barristers & Solicitors
P.O. Box 355
400-1791 Barrington Street
Halifax, Nova Scotia
B3J 2N7

IN THE MATTER OF: the Nova Scotia Companies Act,
R.S.N.S. (1989) as amended

- and -

IN THE MATTER OF: the Application of ABC CONSULTING
LIMITED (the "Company") for leave to
surrender its Certificate of
Incorporation

AUDITORS' CERTIFICATE

In accordance with Section 137 of the Companies Act,
being Chapter 81 of the Revised Statutes of Nova Scotia, 1989, as
amended, we have examined the records of ABC CONSULTING LIMITED as
of , 1992 and wish to report that to the best of our
knowledge, information and belief, all assets owned by the Company
immediately prior to , 1992 have been distributed to
the Shareholders of the Company and that the Company has paid or
adequately provided for all debts, liabilities and other
obligations of the Company, including Income Taxes.

DATED at Halifax, Nova Scotia, on , 1992.

A & B CHARTERED ACCOUNTANTS

Per: _____

DATED: 1993

IN THE MATTER OF: the Nova Scotia
Companies Act, R.S.N.S. (1989) as
amended

- and -

IN THE MATTER OF: the Application
of
ABC CONSULTING LIMITED for leave to
surrender its Certificate of
Incorporation

AUDITORS' CERTIFICATE

A. Mark David
DALEY, BLACK & MOREIRA
Barristers & Solicitors
P.O. Box 355
400-1791 Barrington Street
Halifax, Nova Scotia
B3J 2N7

EXHIBIT "D"

ORIGINAL CERTIFICATE
OF
INCORPORATION

DATED: 1992

IN THE MATTER OF the Nova Scotia
Companies Act, R.S.N.S. (1989) as
amended

- and -

IN THE MATTER OF the Application of
ABC CONSULTING LIMITED for leave to
surrender its Certificate of
Incorporation

AFFIDAVIT OF PUBLICATION

A. Mark David
DALEY, BLACK & MOREIRA
Barristers & Solicitors
P.O. Box 355
400-1791 Barrington Street
Halifax, Nova Scotia
B3J 2N7

IN THE MATTER OF: the Nova Scotia Companies Act,
R.S.N.S. (1989) as amended

- and -

IN THE MATTER OF: the Application of ABC
CONSULTING LIMITED (the
"Company") for leave to
surrender its Certificate of
Incorporation

TO THE REGISTRAR OF JOINT STOCK COMPANIES
THE PETITION OF ABC CONSULTING LIMITED

HUMBLY SHEWETH:

1. THAT your Petitioner was incorporated under the Nova Scotia Companies Act by virtue of Certificate of Incorporation Number dated , 19 ;
2. THAT the Company has no assets and that all assets owned by your Petitioner immediately prior to this Application have been distributed to the Shareholders of the Company as will appear from the Auditors' Certificate filed herewith;
3. THAT your Petitioner has either paid or adequately provided for all debts, liabilities or other obligations of the Company, including Income Taxes, or has obtained consents from the creditors of the Company or other persons having interests in such debts, liabilities or other obligations, as will appear from the Auditor's Certificate on file herein;
4. THAT your Petitioner has given Notice of its Application for leave to surrender its Certificate of Incorporation by the publication thereof once in the Royal Gazette and once in a newspaper published at Halifax, Nova Scotia, being the place as near as may be to the place where your Petitioner has its Registered Office, and proof of such publications are filed herewith;

5. THAT by Special Resolution duly enacted by all Shareholders of the Petitioner on October 31, 1992, the Shareholders of the Petitioner authorized this Application to be made;

WHEREFORE YOUR PETITIONER PRAYS that the surrender of the Certificate of Incorporation of your Petitioner may be accepted and its cancellation directed and a date fixed upon and from which your Petitioner shall be dissolved and its name struck from the Register.

And your Petitioner as in duty bound will ever pray.

DATED at Halifax, Nova Scotia on _____, 1992.

ABC CONSULTING LIMITED

Per: _____
President

IN THE MATTER OF: the Nova Scotia Companies Act,
R.S.N.S. (1989) as amended

- and -

IN THE MATTER OF: the Application of ABC
CONSULTING LIMITED for leave to
surrender its Certificate of
Incorporation

I, ANDREW ADAMS of Halifax, Nova Scotia, hereby make
oath and say as follows:

1. THAT I am the President of ABC CONSULTING LIMITED and
have personal knowledge of the matters herein deposed to except
where stated to be based upon information and belief;

2. THAT the statements contained in the foregoing Petition
are true in substance and in fact.

SWORN TO at Halifax, in the)
County of Halifax, Province of)
Nova Scotia, this day of)
, 1992, before me,)
)
)

A Barrister of the Supreme)
Court of Nova Scotia)

ANDREW ADAMS

DATED: _____ 1992

IN THE MATTER OF the Nova Scotia
Companies Act, R.S.N.S. (1989) as
amended

- and -

IN THE MATTER OF the Application of
ABC CONSULTING LIMITED for leave to
surrender its Certificate of
Incorporation

PETITION

A. Mark David
DALEY, BLACK & MOREIRA
Barristers & Solicitors
P.O. Box 355
400-1791 Barrington Street
Halifax, Nova Scotia
B3J 2N7