

Section 94

The Insolvency Act 1986

Form 4.71

**Return of Final Meeting in a
Members' Voluntary Winding Up
Pursuant to Section 94 of the
Insolvency Act 1986****S94**

To the Registrar of Companies

For Official Use

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Company Number

00986503

Name of Company

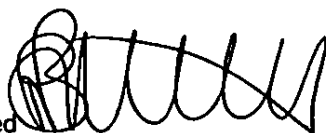
APD Chemicals Limited

I / We
Paul Bailey
257b Croydon Road
Beckenham
Kent
BR3 3PS

Tommaso Waqar Ahmad
257b Croydon Road
Beckenham
Kent
BR3 3PS

give notice that a general meeting of the company was ~~held~~/summoned for 29 March 2011 pursuant to section 94 of the Insolvency Act 1986, for the purpose of having an account (of which a copy is attached) laid before it showing how the winding up of the company has been conducted, and the property of the company has been disposed of and that ~~the same was done accordingly~~ / no quorum was present at the meeting

Signed



Date

29 March 2011

Bailey Ahmad Limited
257b Croydon Road
Beckenham
Kent
BR3 3PS

Ins

TUESDAY



AQQOXT15

A19	05/04/2011	189
COMPANIES HOUSE		
A22	30/03/2011	296
COMPANIES HOUSE		

Ref AP01/PB/TA/DP/LF/JEW

**APD Chemicals Limited
(In Liquidation)
Joint Liquidators' Abstract of Receipts & Payments
From 12 November 2010 To 29 March 2011**

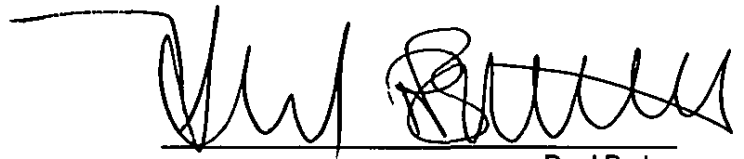
S of A £	£	£
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NIL

REPRESENTED BY

NIL

Note



Paul Bailey
Joint Liquidator

baileyahmad

Corporate and Personal Insolvency

257b Croydon Road Beckenham Kent BR3 3PS

t +44 (0)20 8662 6070 f +44 (0)20 8662 6071

e info@baileyahmad.co.uk w www.baileyahmad.co.uk

TO THE MEMBERS

c/o Mr Steve Coope, Legal Director
Sara Lee Household & Body Care UK Limited
225 Bath Road
Slough
SL1 4AU

Our ref

SA02/LF/Closure/Final Rep

Date

25 February 2011

Dear Sir/Madam

APD CHEMICALS LIMITED

KIWI HOLDINGS

SARA LEE BAKERY UK LIMITED

SARA LEE UK LIMITED

- IN MEMBERS' VOLUNTARY LIQUIDATION (the Companies)

We are now in a position to conclude the Liquidations and it is our duty to summon a final meeting of the Companies pursuant to Section 94 of the Insolvency Act 1986. I therefore enclose the following -

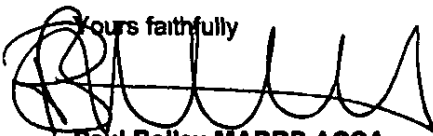
- 1) Notice of the meeting of the Companies,
- 2) Our final report on the Liquidations,
- 3) A form of proxy

The final meeting of the Companies is held purely to comply with statutory requirements. As the meeting is purely formal there is no need for you to attend, unless you so wish.

A shareholder may appoint a proxy-holder to attend on his/her behalf. If you wish to appoint the Chairman of the meeting, who will either be myself or an experienced member of my staff, as your proxy-holder please return the enclosed proxy form appointing the "Chairman of the Meeting" to vote for or against any resolutions as you think fit. On the proxy form, please ensure you delete either "accept" or "reject" beside each resolution.

It is envisaged that the information that will be presented at the meeting is unlikely to differ from that contained in the enclosed report and final receipts and payments account summary.

Yours faithfully



Paul Bailey MABRP ACCA
Joint Liquidator

Licensed to act as an insolvency practitioner in the UK by the Association of Chartered Certified Accountants

Enc

Guildford
t +44 (0)1483 310020 f +44 (0)1483 331021

Kings Hill
t +44 (0)1622 522010 f +44 (0)1622 522011

Paul Bailey MABRP and Tommaso Ahmad MABRP are licensed to act as insolvency practitioners in the UK by the Association of Chartered Certified Accountants. Directors acting as administrative receivers and administrators contract without personal liability. Bailey Ahmad Limited registered office: 409 411 Croydon Road Beckenham Kent BR3 3PP Registered in England & Wales 5963453



Company numbers: 00382509 05320560 02107440 00986503

In the matter of the Insolvency Act 1986

**APD CHEMICALS LIMITED
KIWI HOLDINGS
SARA LEE BAKERY UK LIMITED
SARA LEE UK LIMITED
(IN MEMBERS' VOLUNTARY LIQUIDATION)**

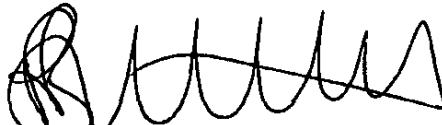
**NOTICE OF THE
FINAL MEETING OF THE COMPANIES
PURSUANT TO SECTION 94 OF THE INSOLVENCY ACT 1986**

Notice is hereby given, pursuant to Section 94 of the Insolvency Act 1986, that the final meeting of the above named Companies will be held at 257b Croydon Road, Beckenham, Kent BR3 3PS, on 29 March 2011 at 10 00am for the purpose of laying before the meeting an account showing how the winding up of each Company has been conducted and the Company's property disposed of and hearing any explanation that may be given by the Joint Liquidators and to determine whether the Joint Liquidators should have their release

A member entitled to attend and vote at the above meeting may appoint a proxy to attend and vote instead of him or her. A proxy need not be a member of the Company

Proxies for use at the meeting must be lodged at Bailey Ahmad Limited, 257b Croydon Road, Beckenham, Kent BR3 3PS no later than 12 noon on the business day preceding the date of the meeting

Signed


Paul Bailey MABRP ACCA
Joint Liquidator

Dated 25 February 2011

JOINT LIQUIDATORS' FINAL REPORT TO MEMBERS

**APD CHEMICALS LIMITED
KIWI HOLDINGS
SARA LEE BAKERY UK LIMITED
SARA LEE UK LIMITED
(IN MEMBERS' VOLUNTARY LIQUIDATION)**

25 February 2011

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- 2 Realisation of Assets
- 3 Receipts and Payments
- 4 Creditors' Claims
- 5 Shareholder Distributions
- 6 Joint Liquidators' Remuneration and Disbursements
- 7 Notice of the Final Meeting of Members

APPENDICES

- A Time Analysis
- B Additional Information in relation to Office Holders' Fees pursuant to Statement of Insolvency Practice 9

1. INTRODUCTION

This report sets out an account of the Joint Liquidators' acts and dealings and of the conduct of the Liquidations from the date of our appointment on 12 November 2010 to 25 February 2011

2. REALISATION OF ASSETS

The Companies had ceased to trade and were dormant on our appointment. Accordingly, the only asset with which we will need to deal is the debt owed to Sara Lee UK Limited by its parent company which is referred to below

3. RECEIPTS AND PAYMENTS

As anticipated, there were no receipts or payments during the conduct of the Liquidation

4. CREDITORS' CLAIMS

Following an initial advertisement detailing a final date for creditors to claim, no claims were received. This follows the due diligence by the directors prior to liquidation which indicated that there were no residual creditor claims

Corporation tax

Upon our appointment, on the understanding that there were no outstanding corporation tax matters, we wrote to HM Revenue & Customs (HMRC) requesting tax clearance to conclude the liquidations. Following numerous chasing letters, HMRC responded advising that various tax returns needed to be submitted before clearance could be provided.

Accordingly, it was necessary for us to liaise with the directors and tax advisers in order to facilitate completion of the required returns. The tax advisers submitted these on 7 February 2011 and upon receipt of confirmation in this regard, we hastened to chase HMRC for formal clearance.

In view of the members' request for the Companies to be dissolved by 30 June 2011, we are convening the final meeting of members (of which 1 month's notice is required under statute) in anticipation of receiving formal tax clearance beforehand. Provided this happens, the Companies will be automatically dissolved 3 months following us filing the return of the final meeting with the Registrar of Companies i.e. by the end of June 2011. However, please note that, if HMRC do not respond in a timely manner, the relevant final meetings may need to be adjourned pending receipt of formal tax clearance.

VAT

Upon our appointment, on the understanding that there were no outstanding VAT matters, we wrote to HMRC requesting VAT clearance. Following a considerable delay and numerous chasing letters, HMRC finally responded advising that a group VAT return was outstanding upon receipt of which, provided no liability was attributable to the Companies, they would provide formal clearance.

Following us liaising with the tax advisers and submission of the outstanding VAT return, formal clearance was finally received on 10 February 2011.

5. SHAREHOLDER DISTRIBUTIONS

We had originally understood that the debt due to Sara Lee UK Limited from its parent was to be written off. However, upon liaising with the tax advisers, we were advised that the debt did in fact require action by the liquidators in that it needed to be distributed in specie to the parent company.

Accordingly, the necessary documentation will be prepared and a distribution certificate will be issued to the parent company upon receipt of tax clearance.

6. JOINT LIQUIDATORS' REMUNERATION AND DISBURSEMENTS

The members resolved via written resolution dated 12 November 2010 that the Joint Liquidators' remuneration be based on the time properly incurred by the Joint Liquidators and their staff in attending to matters arising in the winding-up

Total pre-appointment time costs for the four companies of £7,488 plus VAT were incurred at an average hourly rate of £221. Post appointment time costs to date have amounted to £5,505 plus VAT at an average hourly rate of £178. Therefore total costs of £12,993 plus VAT have been incurred to date. Payments totalling £7,730 plus VAT in respect of our time costs have been received from Sara Lee Household & Body Care UK Limited (SLH) to date therefore £5,263 plus VAT remains outstanding.

Clearly, the protracted due diligence in the pre-liquidation period and the aforementioned tax, VAT and distribution matters were not anticipated at the outset of our engagement and have necessitated considerable additional work and associated cost. We propose to bill SLH a further £5,000 plus VAT on account of our outstanding time costs, with the balance to be written off.

It is estimated that our costs for the preparation of this report and future costs of holding the final meeting, preparing the associated minutes and other documentation and filing the final return of the liquidations with the Registrar of Companies will amount to at least £2,000 plus VAT. As a gesture of goodwill, these costs will also not be billed and will be written off.

In addition, we have incurred the following disbursements totalling £1,018 plus VAT to date

Nature of Expenditure	Cost (£)
Bonding	564
Advertising	454

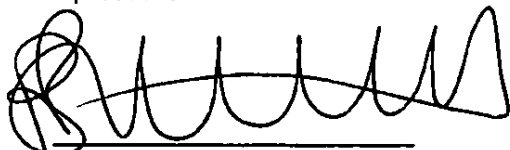
We will also incur a further £205 plus VAT in respect of the statutory advertising of the final meeting. Accordingly, we will have incurred total disbursements of £1,223 plus VAT of which we propose to bill SLH £1,000 plus VAT with the balance to be written off as a gesture of goodwill.

Accordingly, we propose that our final bill in respect of these 4 companies will total £6,000 plus VAT. We shall be obliged if you will confirm whether this meets with your approval.

At Appendix A, I attach details of the post-appointment time expended to date as required by the Statement of Insolvency Practice 9 (SIP 9) and, at Appendix B, I attach a creditors' guide to insolvency procedures and the remuneration of office holders for your information.

7. NOTICE OF THE FINAL MEETING OF MEMBERS

Notice is hereby given pursuant to Section 94 of the Insolvency Act 1986 that a final meeting of the Companies will be held at 257b Croydon Road, Beckenham, Kent BR3 3PS on 29 March 2011 at 10.00am for the purpose of receiving an account of the Joint Liquidators' acts and dealings and of the conduct of the liquidations.



Paul Bailey MABRP ACCA
Joint Liquidator

Dated 25 February 2011

Time Entry - SIP9 Time & Cost Summary

AP01 - APD Chemicals Limited
From 12/11/2010 To 25/02/2011

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (£)	Average Hourly Rate (£)
Admin & Planning	0.30	0.30	1.20	0.90	2.70	390.00	144.44
Case Specific Matters	0.00	0.00	0.10	0.00	0.10	12.50	125.00
Creditors	0.10	3.60	0.90	0.00	4.60	862.50	187.50
Investigations	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Non Chargeable	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Realisation of Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Trading	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Hours	0.40	3.90	2.20	0.90	7.40	1,265.00	170.85
Total Fees Claimed						0.00	
Total Disbursements Claimed						0.00	

Time Entry - SIP9 Time & Cost Summary

KID1 - Kwi Holdings
From 12/11/2010 To 25/02/2011

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (£)	Average Hourly Rate (£)
Admin & Planning	0.10	0.20	0.80	0.90	2.00	260.00	130.00
Case Specific Matters	0.00	0.00	0.10	0.00	0.10	12.50	125.00
Creditors	0.10	2.90	0.90	0.00	3.90	772.50	195.26
Investigations	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Non Chargeable	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Realisation of Assets	0.00	0.10	0.00	0.00	0.10	20.00	200.00
Trading	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Hours	0.20	3.20	1.80	0.90	6.10	1,015.00	166.39
Total Fees Claimed						0.00	
Total Disbursements Claimed						0.00	

Time Entry - SIP9 Time & Cost Summary

SA04 - Sara Lee Bakery UK Limited
From 12/1/2010 To 25/02/2011

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (£)	Average Hourly Rate (£)
Admin & Planning	0.30	0.40	0.70	1.00	2.40	357.50	148.96
Case Specific Matters	0.00	0.00	0.10	0.00	0.10	12.50	125.00
Creditors	0.10	2.80	0.90	0.00	3.80	702.50	184.87
Investigations	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Non Chargeable	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Realisation of Assets	0.00	0.10	0.00	0.00	0.10	20.00	200.00
Trading	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Hours	0.40	3.30	1.70	1.00	6.40	1,092.50	170.70
Total Fees Claimed						0.00	
Total Disbursements Claimed						0.00	

Time Entry - SIP9 Time & Cost Summary

SA02 - Sara Lee UK Limited
From 12/11/2010 To 25/02/2011

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (£)	Average Hourly Rate (£)
Admin & Planning	2.20	0.60	1.10	1.60	5.50	1,077.50	195.91
Case Specific Matters	0.00	0.00	0.10	0.00	0.10	12.50	125.00
Creditors	0.00	3.60	0.90	0.00	5.30	1,042.50	196.70
Investigations	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Non Chargeable	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Realisation of Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Trading	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Hours	3.00	4.20	2.10	1.60	10.90	2,132.50	195.64
Total Fees Claimed						0.00	
Total Disbursements Claimed						0.00	

**Creditor guide to Insolvency procedures
and the remuneration of office holders (England and Wales)**

R3 – Association of Business Recovery Professionals

The Association of Business Recovery Professionals, is the leading professional association for insolvency, business recovery and turnaround specialists in the UK. Known by its brand name 'R3', it promotes best practice for professionals working with financially troubled individuals and businesses.

Bailey Ahmad and its practitioners are members of R3 and would like to take this opportunity to draw your attention to a set of guides produced by R3 which explain the rights of unsecured creditors during an insolvency process. Creditors are able to download these guides from the R3 website at the following web addresses:

Administration	https://www.r3.org.uk/uploads/documents/Creditors_Administration.pdf
Administrative Receivership	https://www.r3.org.uk/uploads/documents/Creditors_admin_rec.pdf
Bankruptcy	https://www.r3.org.uk/uploads/documents/Creditors_bankruptcy.pdf
Compulsory Liquidation	https://www.r3.org.uk/uploads/documents/Creditors_CL.pdf
Creditors' Voluntary Liquidation	https://www.r3.org.uk/uploads/documents/Creditors_CVL.pdf

Statement of Insolvency Practice 9 – Remuneration of Office Holders in England and Wales

Statements of Insolvency Practice give guidance as to the required practice to be adopted by authorised insolvency practitioners. Accordingly, Bailey Ahmad would draw your attention to guides in relation to Office Holders' fees which are available for download from the R3 website at the following address:

<https://www.r3.org.uk/publications>

Creditors should select the "fees" link, which will direct them to a web page from which they can download the following guides:

- Guide to voluntary arrangement fees
- Guide to administrators' fees
- Guide to trustee in bankruptcy fees
- Guide to liquidators' fees

If you do not have access to the internet or would like a hard copy of the relevant guide to be issued to you, please contact us on +44 (0)20 8662 6070.

Bailey Ahmad fee and recharge rates

Where it is agreed by resolution of creditors or the creditors' committee that the office holders' remuneration will be calculated by reference to the time properly arising in the administration, then such remuneration will be calculated in units of 6 minutes at the following hourly standard rates:

	From 20 April 2009	Former rates	*These are our current charge out rates, which are shown exclusive of VAT and are reviewed periodically.
Director	£300	£240	
Manager	£200	£150	
Senior Case Administrator	£150	-	
Case Administrator	£125	£100	If you would like details of our historic charge out rates, please contact us on +44 (0)20 8662 6070.
Junior Case Administrator	£100	£75	
Support	£75	£60	

Where creditors so resolve, the insolvency practitioner's remuneration may be calculated as a fixed fee, as a percentage of the assets realised and/or monies distributed to creditors, either on a scale set by creditors or on the Official Scale in accordance with regulations currently in force.

Disbursements

There are two types of disbursements, Category 1 and Category 2 disbursements. Category 1 disbursements are generally external supplies of incidental services that are specifically identifiable to the case against which they are being charged. These include insolvency bonds, swearing fees, redirection of mail, accommodation, subsistence, company searches, hire of meeting rooms or any other miscellaneous item paid out in respect of the administration of the estate. Creditor approval of Category 1 disbursements is not required.

Category 2 disbursements are those that cannot be wholly attributed to a specific case since they include an element of shared costs. Approval of the committee, or the creditors if there is no committee, is required before Category 2 disbursements can be drawn. Bailey Ahmad will seek to recover the following Category 2 disbursements: Storage of company books and records at the insolvency practitioners' own storage facility. The books and records will be stored in standard storage boxes and a storage fee of £5 per box per month will be charged. This charge covers the transportation of records from the company's premises, storage, retrieval of books and records in storage for administration purposes and the destruction of such books and records after the first anniversary of the completion of the insolvency administration. The recharge of travelling by motor vehicle on business for the administration of the insolvency will be charged to the estate at 40p per mile. Other Category 2 disbursements such as photocopying and postage will not be recharged and have been taken into account when calculating the hourly charge out rates.

Proxy (Members' Voluntary Winding Up)

* Insert the name
of the company

**APD CHEMICALS LIMITED
KIWI HOLDINGS
SARA LEE BAKERY UK LIMITED
SARA LEE UK LIMITED (IN MEMBERS' VOLUNTARY LIQUIDATION)**

And

IN THE MATTER OF THE INSOLVENCY ACT 1986

**Notes to help
completion of the form**

Please give full name
and address for
communication

Name of shareholder _____

Address _____

Please insert name of
person (who must be 18 or
over) or the "chairman of
the meeting" (See note
below) If you wish to
provide for alternative
proxy-holders in the
circumstances that your
first choice is unable to
attend please state the
name(s) of the alternatives
as well

Name of proxy-holder

1 _____

2 _____

3 _____

Please delete words in
brackets if the proxy-
holder is only to vote as
directed i.e. he has no
discretion

I appoint the above person to be my/the shareholder's proxy-holder at the final meeting of shareholders to be held on 29 March 2011, or at any adjournment of that meeting. The proxy-holder is to propose or vote as instructed below [and in respect of any resolution for which no specific instruction is given, may vote or abstain at his/her discretion]

Voting instructions for resolutions

*Please delete as
appropriate

1 That the Joint Liquidators' final receipts and payments account
be approved **ACCEPT/REJECT***

2 That the Joint Liquidators be granted their release and discharge **ACCEPT/REJECT***

Any other resolutions
which the proxy-holder is
to propose or vote in
favour of or against should
be set out in numbered
paragraphs in
the space provided below
paragraph 1. If more room
is required please use a
separate sheet to be
attached to this form

This form must be
signed

Signature _____ Date _____

Name in CAPITAL LETTERS _____

Only to be completed if the
shareholder has not
signed in person

Position with shareholder or relationship to shareholder or other authority for signature

Please note that if you nominate the Chairman of the meeting to be your proxy-holder he will either be one of the Liquidators or an experienced member of their staff.