

Section 94

Return of Final Meeting in a
Members' Voluntary Winding UpPursuant to Section 94 of the
Insolvency Act 1986

To the Registrar of Companies

S.94

Company Number

01181560

Name of Company

Tedeo-Huntleigh Europe Limited

+ We

Stephen John Adshead, Imperial House, 18-21 Kings Park Road, Southampton, SO15 2AT

Gregory Andrew Palfrey, Imperial House, 18-21 Kings Park Road, Southampton, SO15 2AT

Note: The copy account must be
authenticated by the written
signature(s) of the Liquidator(s)

give notice that a general meeting of the company was ~~duly held on~~/summoned for 14 April 2014 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

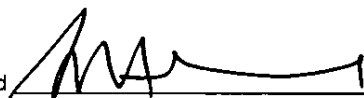
The meeting was held at Smith & Williamson LLP, Imperial House, 18-21 Kings Park Road, Southampton, SO15 2AT

The winding up covers the period from 11 December 2013 (opening of winding up) to the final meeting (close of winding up)

The outcome of the meeting (including any resolutions passed at the meeting) was as follows

The members meeting was inquorate and no resolutions were passed

Signed



Date 15 April 2014

Smith & Williamson LLP
Imperial House
18-21 Kings Park Road
Southampton
SO15 2AT

Ref TE348/GW3/MJB/TRDF

SATURDAY



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19/04/2014

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COMPANIES HOUSE

Tedea-Huntleigh Europe Limited
(In Liquidation)
Joint Liquidators' Abstract of Receipts & Payments
From 11 December 2013 To 14 April 2014

S of A £		£	£
1 00	ASSET REALISATIONS Book Debts	<u>NIL</u>	NIL
<u>1 00</u>			<u><u>NIL</u></u>

REPRESENTED BY

NIL

Note

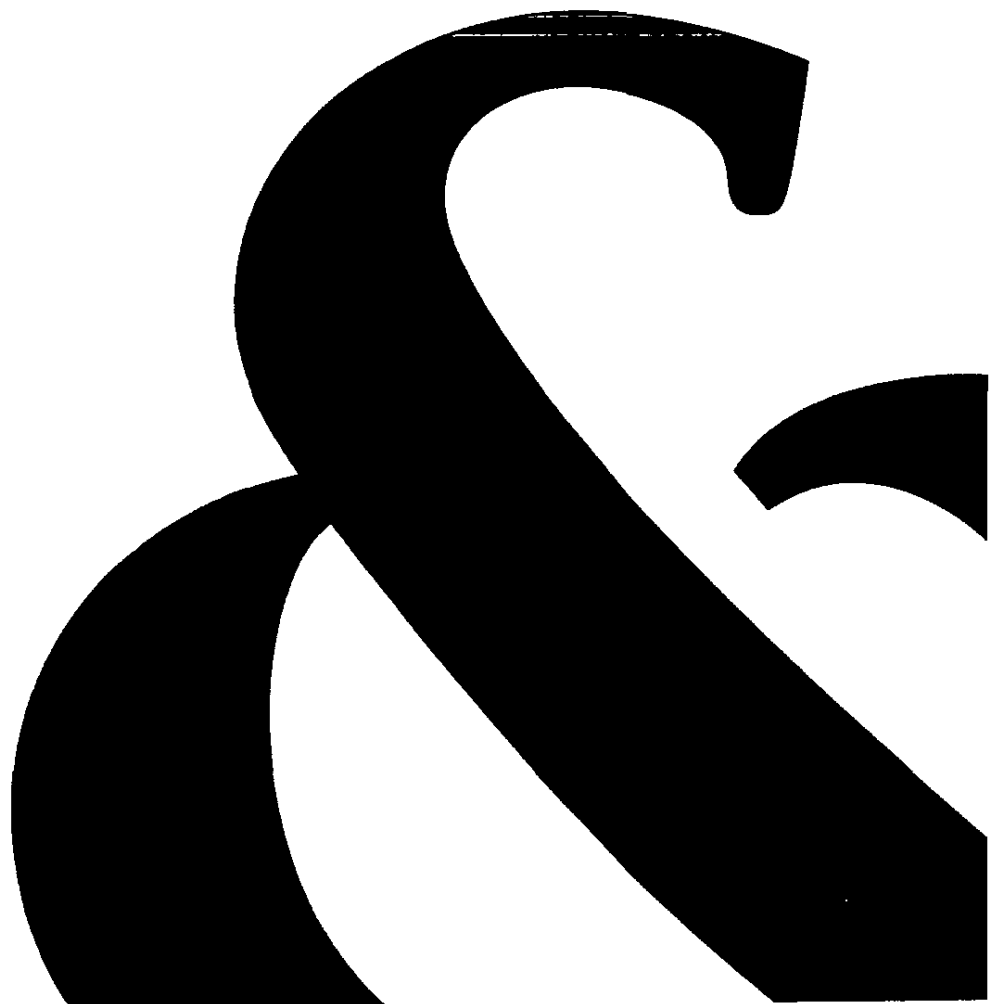


Stephen John Adshead
Joint Liquidator

**Tedea-Huntleigh Europe Limited – in
members' voluntary liquidation**

**Joint liquidators' final report to
members**

11 March 2014



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A	Receipts and payments account from 11 December 2013 to date
B	Time analysis for the period 11 December 2013 to date
C	Information in relation to the use of staff, subcontractors and advisers, the recovery of disbursements, and details of the joint liquidators' charge out rates.

1. Introduction

We, Stephen John Adshead and Gregory Andrew Palfrey of Smith & Williamson LLP, Imperial House, 18-21 Kings Park Road, Southampton, SO15 2AT, were appointed as joint liquidators of Tedea-Huntleigh Europe Limited (the "Company") on 11 December 2013

This is our first and final report to the Company's members giving an account of how the winding up has been conducted.

The Company had been dormant for a number of years following the transfer of its business to Vishay Measurements Group UK Limited ("VMGUK").

The registered office of the Company was changed shortly after our appointment to Imperial House, 18-21 Kings Park Road, Southampton, SO15 2AT and the Company's registered number is 01181560.

2. Receipts and payments account

A summary of the liquidators' receipts and payments from 11 December 2013 to date is detailed at Appendix A.

3. Assets and liabilities

The directors' declaration of solvency showed debtors of £1, relating to an intercompany balance due from VMG UK Ltd.

This balance has been distributed in specie to the Company's sole member as set out in section 5 of this report.

The declaration of solvency showed the Company to have no liabilities.

4. Corporation Tax

The Company had been dormant for corporation tax purposes for several years and as such had no outstanding liability in respect of corporation tax.

HMRC has confirmed that a return is not required for the liquidation as no income has been received by the Company in this period.

Clearance to close the liquidation has been received from HMRC in respect of both pre and post liquidation periods.

5. Distributions to members

The following distribution in specie has been made in line with the Company's Articles of Association

Asset distributed	(£)
Debt due from VMG UK Ltd	1
Total	1

The Company's assets detailed above have been distributed in specie in the following proportions

Date distribution declared	Recipient	Share type	Number of shares held	Nominal value per share (£)	Amount distributed (£)	Amount distributed per share
11 March 2014	Vishay Precision Israel Ltd	Ordinary shares	1,050,500	1	1	0.00000095
Total			1,050,500		1	

No further distributions will be made to the Company's sole member in the liquidation.

6. Investigations

The liquidators are not aware of any matters that require further investigation that might lead to a recovery for the liquidation estate.

7. Liquidators' remuneration and expenses

Since the Company had no cash assets our fees are being met by VMGUK. All references to invoicing and payment are to VMGUK.

7.1. Pre-liquidation fees

We incurred the following costs in placing the Company into liquidation:

Amount (£)	Recorded Time Costs		Fees drawn
	Hours	Average rate (£)	(£)
1,719 50	7.25	237 17	-

7.2. Liquidators' fees

7.2.1. Approval, basis and detailed analysis

As per the engagement letter signed by VMGUK the joint liquidators' remuneration is to be calculated by reference to the time properly given by them and their staff in attending to matters arising in the winding up, with a maximum fee of £4,000 exclusive of disbursements

An analysis of time spent dealing with matters arising in the winding up to date, prepared in accordance with Statement of Insolvency Practice 9, is attached at Appendix B.

7.2.2. Summary of liquidators' fees

Period	Recorded Time Costs			Fees drawn in period
	Amount (£)	Hours	Average rate (£)	(£)
11 December 2013 to date	1,539 50	12 30	125.16	-

We have not drawn any fees in respect of our costs incurred in the liquidation period and will be issuing a bill to VMGUK in relation to these costs shortly. The above amount excludes the costs that will be incurred in respect of the formalities of closing the liquidation.

7.3. Expenses

An analysis of disbursements incurred and paid is set out below:

Description	Incurring in period £	Paid in period £
Statutory advertising	225.00	-
Specific Bond	140.00	
Company Searches	3.00	
Total	228.00	-

We anticipate incurring a further charge for statutory advertising of £75.00 plus VAT as part of the closure of the case. We have not incurred any Category 2 disbursements (as defined in SIP9) in the liquidation.

7.4. Agents and advisers

We have not used any professional advisers during the liquidation.

7.5. Additional information or challenges relating to remuneration or expenses

Within 21 days of the receipt of this report, members with either at least 5% of the total voting rights of all the members having the right to vote at general meetings of the Company or with the permission of the court, may request in writing that the Joint Liquidators provide further information about their remuneration or expenses which have been itemised in this progress report.

Any members with at least 10% of the total voting rights of all the members having the right to vote at general meetings of the Company may within 8 weeks of receipt of this progress report, make an application to court on the grounds that, in all the circumstances, the basis fixed for the Joint Liquidators' remuneration is inappropriate and/or the remuneration charged or the expenses incurred by the Joint Liquidators, as set out in this progress report, are excessive.

8. Notice of final meeting of members

Notice is hereby given pursuant to Section 94 of the Insolvency Act 1986 that a final meeting of the sole member of the Company will be held at Imperial House, 18-21 Kings Park Road, Southampton, SO15 2AT on 14 April 2014 at 11.00am for the purpose of receiving a final account of the joint liquidators' acts and dealings and of the conduct of the winding up

The following resolutions will be put to the meeting:

- That the joint liquidators' final report and receipts and payments account be approved; and
- That the joint liquidators be granted their release from office.

9. Conclusion

This report together with the final meeting of the sole member will conclude our administration of the liquidation.



Stephen John Adshead and Gregory Andrew Palfrey
Joint Liquidators

Dated this 11th day of March 2014

A. Receipts and payments account

A.i. Joint liquidators' receipts and payments account for the period 11 December 2013 to date

Declaration of Solvency £		Cash £	Specie £	Total £
	Income			
1 00	Debtors	-	1.00	1 00
<u>1 00</u>				
	Expenditure			
-	Ordinary shareholders	-	1 00	1.00
<u>-</u>		<u>-</u>	<u>1 00</u>	<u>1 00</u>
<u>1.00</u>	Balance	<u>-</u>	<u>-</u>	<u>-</u>

A.ii. Notes to the Receipts & Payments Account

We will be invoicing Vishay Measurements Group UK Limited in respect of our remaining pre and post liquidation costs and disbursements following the issue of this report.

Information concerning members' rights to request further information and/or challenge remuneration and expenses is set out in Section 7.5 of this report.

There have been no cash realisations in the liquidation.

There have been no payments to creditors

No work has been sub-contracted that would normally be performed by the liquidators or their staff.

There has been no trading under the liquidators' control nor has any business been hived up or hived down to another group company.

No third party funds have been paid into the estate.

No funds have been held during the liquidation.

The Company is not VAT registered.

B. Time analysis for the reporting period

Classification of work function	Hours			Total Hours	Time cost (£)	Average hourly rate (£)
	Partner/Director	Senior Manager/Manager	Other Senior Professionals			
Pre-appointment	2 10	0.50	4.65	7.25	1,719.50	237.17
Administration and Planning	0 30	0.25	11.75	12.30	1,539.50	125 16
Total time costs (£)	840.00	151.00	2,268.00	19.55	3,259.00	166.70

A brief description of the work undertaken is highlighted below.

Administration and planning

- Initial post appointment letters;
- Advertising for claims as required;
- Obtaining tax clearance from HM Revenue & Customs;
- Case reviews;
- Dealing with statutory and case management matters;

Pre appointment

- General correspondence with the Company's sole member;
- Preparation of pre-appointment documents

A copy of 'A Creditors' Guide to Liquidators' Fees' is available on request or can be downloaded from the R3 website at the following address:

[http://www.r3.org.uk/media/documents/publications/professional/Guide to Liquidators Fees Nov2011.pdf](http://www.r3.org.uk/media/documents/publications/professional/Guide%20to%20Liquidators%20Fees%20Nov2011.pdf)

Details of our charge out rates and policies in relation to the use of staff are provided at Appendix C.

C. Charging, subcontractor and advisor information

C.i. Policy

Detailed below is Smith & Williamson LLP's policy in relation to:

- Staff allocation and the use of subcontractors
- Professional advisors
- Disbursements

C.ii. Staff allocation and the use of subcontractors

Our general approach to resourcing our assignments is to allocate staff with the skills and experience to meet the specific requirements of the case

The constitution of the case team will usually consist of a partner and a partner or associate director as joint office holders, a manager, and an administrator or assistant. The exact constitution of the case team will depend on the anticipated size and complexity of the assignment and the experience requirements of the assignment. The charge out rate schedule below provides details of all grades of staff and their experience level.

We may use subcontractors to perform work which might ordinarily be carried out by us and our staff where it is cost effective to do so and/or where the specific expertise offered by the subcontractor is required.

Details of any subcontractors' services utilised in the period covered by this report are set out in the body of this report.

C.iii. Use of professional advisers

We select professional advisers such as agents and solicitors on the basis of balancing a number of factors including:

- The industry and/or practice area expertise required to perform the required work.
- The complexity and nature of the assignment
- The availability of resources to meet the critical deadlines in the case
- The charge out rates or fee structures that would be applicable to the assignment.
- The extent to which we believe that the advisers in question can add value to the assignment.