

Section 94

Form 4.71

Return of Final Meeting in a
Members' Voluntary Winding Up

Pursuant to Section 94 of the
Insolvency Act 1986

To the Registrar of Companies

S.94

Company Number

02759673

Name of Company

Somers (U K) Limited

---We

Stephen Roland Browne, PO Box 810, 66 Shoe Lane, London, EC4A 3WA

Christopher Richard Frederick Day, PO Box 810, 66 Shoe Lane, London, EC4A 3WA

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~~ 08 June 2016 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~~

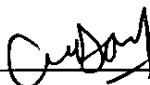
The meeting was held at Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ

The winding up covers the period from 31 March 2016 (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

"THAT the Joint Liquidators' statement of account for the period of the liquidation be approved "

Signed



Date 08 June 2016

Deloitte LLP
PO Box 810
66 Shoe Lane
London
EC4A 3WA

Ref HSBC32L/CMW/WGV

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COMPANIES HOUSE

**SOMERS (U.K.) LIMITED
(IN MEMBERS' VOLUNTARY LIQUIDATION)
("the Company")**

**REPORT TO BE LAID BEFORE THE FINAL GENERAL MEETING OF THE COMPANY
CONVENED FOR 8 JUNE 2016 PURSUANT TO SECTION 94 OF THE INSOLVENCY ACT
1986 (AS AMENDED) ("the Act")**

8 June 2016

Stephen Roland Browne and Christopher Richard Frederick Day ("the Liquidators") were appointed Joint Liquidators of Somers (U K.) Limited further to the written resolution of the member dated 31 March 2016 All licensed Insolvency Practitioners of Deloitte LLP ("Deloitte") are licensed in the UK to act as Insolvency Practitioners by the Institute of Chartered Accountants in England and Wales

For the purposes of section 231 of the Act, the Liquidators confirm that they are authorised to carry out all functions, duties and powers by either of them jointly and severally

This report has been prepared for the sole purpose of updating the member for information purposes. The report may not be relied upon, referred to, reproduced or quoted from, in whole or in part, by the member for any purpose other than updating them for information purposes, or by any other person for any purpose whatsoever



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APPENDICES

- 1. Liquidators' Final Receipts and Payments account for the period to 8 June 2016**

1. EXECUTIVE SUMMARY

Key Messages	Commentary
Conduct of the liquidation	<ul style="list-style-type: none"> The Liquidators liaised directly with the internal tax department at HSBC with regard to all outstanding tax matters in respect of the Company. The Company's tax affairs have been settled and formal tax clearance for the closure of the liquidation was received from HM Revenue & Customs ("HMRC") on 19 April 2016.
Costs of the liquidation	<ul style="list-style-type: none"> There were no funds in the estate. The Liquidators' fees and the costs of the liquidation have been met by a fellow group undertaking. We have been paid £5,732.55, plus disbursements and VAT. Further details on our remuneration can be found on page 5.
Outstanding matters	<ul style="list-style-type: none"> The Liquidators made a first and final distribution of the surplus assets prior to the final general meeting being held. There are no outstanding matters to be completed in respect of the Company.
Distributions to members	<ul style="list-style-type: none"> A first and final distribution was made to the member on 18 May 2016. Further details are provided at page 4.
Future distributions and closure	<ul style="list-style-type: none"> No further distributions are required as the surplus assets of the Company have been distributed to the member.

2. SUMMARY AND ACCOUNT OF THE LIQUIDATION

2.1 Summary of Work Done

Asset and Liabilities

At the outset of the liquidation, on the basis of the information stated on the Declaration of Solvency, there was an amount of £2 due from HSBC Bank plc and there were no liabilities. No additional assets or liabilities have come to light during the course of the liquidation.

Distributions

A first and final distribution of the surplus assets was made to the member on 18 May 2016.

Please refer to page 4 for further details.

Statutory tasks

During the period we have carried out the following tasks, which primarily relate to fulfilment of statutory and compliance obligations and other tasks of an administrative nature:

- case set-up and management,
- statutory reporting,
- appointment notifications,
- correspondence, and
- general liquidation administration and filing.

These tasks are a necessary part of the engagement but do not generate any direct financial benefit for the member.

Corporation Tax

The Liquidators liaised directly with the internal tax department at HSBC on all matters relating to the Company's tax affairs. There were no outstanding pre-liquidation tax returns to be filed as the Company is marked as dormant for tax purposes. Formal tax clearance for the closure of the liquidation was received from HM Revenue & Customs on 19 April 2016.

VAT

The Company was removed from the HSBC Bank plc VAT group with effect from 31 March 2016 and VAT clearance was subsequently received from HMRC.

3. LIQUIDATORS' RECEIPTS AND PAYMENTS ACCOUNT

- 3 1 A receipts and payments account is provided at Appendix 1, confirming there have been no transactions since our appointment

4. INFORMATION FOR THE MEMBER

4.1 Distributions made

A first and final distribution of the surplus assets of £2 was made to the sole shareholder of the Company, HSBC Bank plc, on 18 May 2016. This was an 'in specie' distribution (by set-off) of the inter-company debtor balance in respect of their shareholding of 2 Ordinary £1 Shares (i.e. at the rate of £1 per Ordinary £1 Share).

4.2 Members' right to request further information

Members of the Company with at least 5% in value of the total voting rights of all the members having the right to vote at general meetings of the Company, or, any member with permission of the Court, may, in writing, request us to provide additional information regarding remuneration or expenses to that already supplied within this report. Such requests must be made within 21 days of receipt of this report, in accordance with Rule 4.49E of the Rules.

4.3 Members' right to challenge Remuneration and/or Expenses

Members of the Company with at least 10% of the total voting rights of all the members having the right to vote at general meetings of the Company, or, any member with permission of the Court, may apply to the Court for one or more orders (in accordance with Rule 4.148C of the Rules), reducing the amount or the basis of remuneration which we are entitled to charge or otherwise challenging some or all of the expenses incurred.

Please note that such challenges may not disturb remuneration or expenses approved or deemed to be approved under prior progress reports.

5. LIQUIDATORS' REMUNERATION AND DISBURSEMENTS

5.1 Basis of Liquidators' Remuneration

There were no funds in the estate. The Liquidators' fees and expenses were met by a fellow group undertaking, HSBC Bank plc, and calculated by reference to the time properly given by the Liquidators and their staff in attending to matters arising in the liquidation, calculated at the prevailing standard hourly charge-out rates used by Deloitte at the time when the work was performed, plus VAT. The total amount paid was £6,879.06, plus the disbursements referred to below.

5.2 Liquidators' Disbursements

Details of all disbursements are given below:

- statutory advertising costs of £406.08,
- HM Land Registry search fees of £22, and
- the Liquidators' statutory insurance bond of £20.

These disbursements have been recovered in full by the Liquidators.

APPENDIX 1

SOMERS (U.K) LIMITED
(IN MEMBERS' VOLUNTARY LIQUIDATION)

LIQUIDATORS' FINAL RECEIPTS AND PAYMENTS ACCOUNT AS AT 8 JUNE 2016

£	Declaration of Solvency values	31 Mar 16 to 8 Jun 16	Declaration of Solvency values	31 Mar 16 to 8 Jun 16
Receipts		Payments		
Amount due from HSBC Bank plc	2			
Total receipts	<u>2</u>	- Total payments		<u>-</u>
		Balance		<u>-</u>

General Notes

The Receipts and Payments account must be read in conjunction with the attached notes and report

NOTES TO THE RECEIPTS AND PAYMENTS ACCOUNT

- 1 The surplus assets of £2 were distributed to HSBC Bank plc on 18 May 2016 (at the rate of £1 per Ordinary £1 Share)

Chris
Chris

Company Number: 02759673

THE INSOLVENCY ACT 1986

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

**SOMERS (U K.) LIMITED
(IN MEMBERS' VOLUNTARY LIQUIDATION)
("the Company")**

Passed on 8 June 2016

At the final general meeting of the Company duly convened and held at Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ on 8 June 2016 at 10 15 a m , the following resolution was duly passed

Ordinary Resolution

"THAT the Joint Liquidators' statement of account for the period of the liquidation be approved "


C R F Day
CHAIRMAN

Date 8 June 2016