

**Return of Final Meeting in a
Creditors' Voluntary Winding Up****S.106****Pursuant to Section 106 of the Insolvency Act 1986**

To the Registrar of Companies

Company Number

03374064

Name of Company

(a) Insert full name of
company

(a) Cybit Positioning Solutions Ltd

(b) Insert full name(s) and
address(s)

We (b)

David William Tann and Matthew John Waghorn of Wilkins Kennedy LLP, 92 London Street, Reading, Berkshire, RG1 4SJ

(c) Delete as applicable

(d) Insert date

(e) The copy account must
be authenticated by the
written signature(s) of the
liquidator(s)

1 give notice that a general meeting of the company was duly (c) ~~held on~~ {summoned for} (d) 30 May 2014 pursuant to Section 106 of the Insolvency Act 1986, for the purpose of having an account (of which a copy is attached) (e) laid before it showing how the winding up of the company has been disposed of and (c) ~~that the same was done accordingly~~ [no quorum was present at the meeting],

2 give notice that a meeting of the creditors of the company was duly (c) ~~held on~~ {summoned for} (d) 30 May 2014 pursuant to Section 106 of the Insolvency Act 1986, for the purpose of having the said account 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 (c) ~~that the same was done accordingly~~ [no quorum was present at the meeting]

(f) Insert venue of the
meeting

The meeting was held at (f) 92 London Street, Reading, Berkshire, RG1 4SJ

The report covers the period from (d) 10 September 2012 (commencement of winding up) to (d) 30 May 2014 (close of winding up)

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

No quorum was present at the members meeting and after waiting the requisite fifteen minutes the meeting was drawn to a close

There was also no quorum present at the creditors meeting and after waiting the requisite fifteen minutes the meeting was drawn to a close The creditors did not vote against the liquidators' release

Signed

Date 06 June 2014

Presenter's name, address
and reference (if any)David William Tann
Wilkins Kennedy LLP
Gladstone House
77-79 High Street
Egham
Surrey
TW20 9HY

WEDNESDAY



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11/06/2014

#102

COMPANIES HOUSE

**Cybit Positioning Solutions Ltd
In Liquidation
("the Company")**

**Final Progress Report to the Members and Creditors
Pursuant to Section 106 of the Insolvency Act 1986**

30 May 2014

Wilkins Kennedy LLP
92 London Street
Reading
Berkshire
RG1 4SJ

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1 INTRODUCTION

This is a copy of the report presented at the final meetings of members and creditors convened in accordance with Section 106 of the Insolvency Act 1986

My full report, which should be read in conjunction with my previous correspondence with creditors, is provided below, but in summary all assets have been realised. Whilst potential actions in respect of intercompany transactions were identified from my review of the Company's records, having consulted the only unconnected creditor it has been decided that no further action will be taken as there are insufficient funds to cover the cost of ongoing enquiries

2. BACKGROUND

The members' and creditors' meetings were held on 10 September 2012, when my partner Matthew John Waghorn and I were appointed joint liquidators of the Company

The Company's registration number is 03374064 and its current registered office is 92 London Street, Reading, Berkshire, RG1 4SJ

The Company's former registered office was Priory Park, Great North Road, Aberford, West Yorkshire, LS25 3DF. Prior to liquidation, the Company traded from premises at Regus House, Forbury Square, Reading, Berkshire, RG1 3EU

3. RECEIPTS AND PAYMENTS ACCOUNT

Appendix 1 is a summary of receipts and payments from the date of liquidation on 10 September 2012 to 18 March 2014

The balance which was held with the Royal Bank of Scotland plc has been brought down to nil for the purpose of closing this matter. This account was interest bearing and I confirm that it has been reconciled to the bank statements

4. ASSET REALISATIONS

- 4.1 The only known asset upon my appointment was cash at bank which has been realised for the benefit of the liquidation. Two refunds have also been received in respect of non-domestic business rates on premises that the Company vacated prior to liquidation. No other assets have been identified from my review of the Company's records

5. EXPENDITURE

- 5.1 Pre appointment remuneration

At a meeting held on 22 August 2012, the board authorised the payment of a fee of £5,000 plus VAT and disbursements for assisting in the preparation of the statement of affairs, producing and circulating the notices for the meetings of members and creditors prior to my appointment

The fee for the statement of affairs and meetings was paid pre appointment by the Company

- 5.2 Joint liquidators' remuneration

My remuneration was authorised by creditors at a meeting held on 10 September 2012 to be drawn on a time costs basis. My total time costs to 30 May 2014 amount to £15,722.75, representing 63.00 hours at an average hourly charge out rate of £249.57. Of this balance, £5,600.75 representing 22.85 hours was charged between 10 September 2013 and 30 May 2014 at an average hourly charge out rate of £245.11

I have drawn total remuneration of £7,664.03 of which, £628.53 was drawn in the period between 10 September 2013 and 30 May 2014. The balance of my time costs has been written off.

A description of the routine work undertaken in the liquidation is set out at Appendix II. In addition to the routine work, I have spent time making enquiries into intercompany transactions and whether they should be challenged. Further details of these transactions are set out at section 6.

A creditor's guide to liquidators' fees is available at the following internet link www.r3.org.uk/index.cfm?page=1210. A hard copy of this document is available free of charge on request to my office.

5.3 Joint liquidators' expenses

My expenses to 30 May 2014 amount to £3,379.34 of which, £339.53 was incurred in the period from 10 September 2013 to 30 May 2014.

I have drawn all expenses of which, £409.07 was drawn in the period between 10 September 2013 and 30 May 2014.

The following agents and professional advisors have been used in the liquidation:

<u>Agent / professional advisor</u>	<u>Nature of work</u>	<u>Fee arrangement</u>
Boyes Turner LLP	Review of prospective claims, discussing potential issues with counsel and providing initial advice on the further enquiries to be made.	Time costs plus counsels fee of £450 plus VAT.

The choice of professionals was based on my perception of their experience and ability to perform this type of work, the complexity and nature of the assignment and the basis of my fee arrangement with them. The fees charged have been reviewed and I am satisfied that they are reasonable in the circumstances of this case. Boyes Turner LLP have been paid in full for the work undertaken.

6 INVESTIGATION

6.1 I undertook an initial investigation into the Company's affairs to establish whether there were any potential asset recoveries or conduct matters that justified further investigation, taking account of the public interest, potential recoveries, the funds likely to be available to fund an investigation, and the costs involved. I considered in particular transactions which took place at the time of and immediately prior to the Company ceasing to trade.

In my previous report I noted that my investigations had focussed on the various transfers of the Company's business and assets to other group companies in the period preceding liquidation. As my investigations may have led to actions being brought against connected companies (who were also creditors of the Company and entitled to my progress report), I considered that it would be inappropriate to set out full details of the potential claims.

As I have now concluded my enquiries, I have set out below brief details concerning the prospective claims. Full details have already been provided to the only unconnected creditor of the Company.

My initial review of the Company's records indicated that further enquiries should be made into the following areas

- 1 Whether the transfer of the vehicle telematics business had been a transaction at undervalue
- 2 Whether the reduction in an intergroup debt of £596,776 due by Masternaut Ltd could also be challenged as being at undervalue
- 3 Whether the transfer of stock to Masternaut Legacy Ltd which extinguished an intergroup creditor could be deemed a preference

Additional information was requested from the director and group concerning these transactions. I also sought legal advice from Boyes Turner LLP who in turn consulted counsel on aspects of the claims

In respect of points 1 and 2, taking account of the documentation supplied, I concluded that there was not a strong case to challenge either transfer or merit spending further time establishing the true value of the assets

Whilst the prospective claim in respect of point 3 was stronger, it was clear from counsel's comments that I was not yet at the stage where a formal claim could be issued. Counsel suggested further enquiries that should be completed, including expert witness evidence in respect of the true value of the stock at the date of transfer

I approached the only unconnected creditor to establish whether they would be willing to cover the cost of the additional enquiries suggested by counsel. Having considered the documents supplied to them, they confirmed that they would not be willing to fund further investigations. I therefore decided not to pursue these enquiries

- 6.2 Within six months of my appointment, I was required to submit a confidential report to the Secretary of State to include any matters which have come to my attention during the course of my work which may indicate that the conduct of any past or present director would make them unfit to be concerned with the management of the Company. I confirm that my report has been submitted

7. CREDITORS' CLAIMS

7.1 Secured creditor(s)

As previously reported, Companies House records showed three charges outstanding at the date of liquidation. All charge holders have confirmed that no sums are due to them and formal notices confirming that each charge has been satisfied have now been filed

The legislation requires that if the Company has created a floating charge after 15 September 2003, a prescribed part of the Company's net property (i.e. the money that would otherwise be available to the charge holder) should be ring-fenced for distribution to unsecured creditors. In this case there were no creditors secured by a floating charge and so the prescribed part provisions do not apply

7.2 Preferential creditors

There are no known preferential creditors

7.3 Unsecured creditors

I have received three unsecured claims totalling £1,200,866.14 compared to £945,897 estimated in the statement of affairs. As previously explained, the discrepancy is

predominantly due to a former landlord (being the only unconnected creditor) submitting a substantially higher claim than the liability provided for in the records of the Company

A dividend will not be declared to unsecured creditors as the funds realised have been used to meet the expenses of the liquidation

8 FINAL MEETING

The final meetings of members and creditors convened under Section 106 of the Insolvency Act 1986 were held on 30 May 2014. The following resolutions were put before these meetings

- 1) That the joint liquidators' final report and receipts and payments account be approved
- 2) That the joint liquidators receive their release

No quorum was present at the members meeting and after waiting the requisite fifteen minutes the meeting was drawn to a close

There was also no quorum present at the creditors meeting and after waiting the requisite fifteen minutes the meeting was drawn to a close. The creditors did not vote against the liquidators' release

Should you have any queries regarding the liquidation, or the contents of this report, please do not hesitate to contact me


David William Tann
Joint Liquidator

**Cybit Positioning Solutions Ltd T/A CPS - In Creditors Voluntary Liquidation
Joint Liquidators' Abstract of Receipts & Payments**

From 10 September 2012 to 30 May 2014

S of A £	As Previously Reported	10/09/13 to 18/03/14	Total £
RECEIPTS			
9,159 Cash at Bank	7,963 21	NIL	7,963 21
NIL Bank Interest Gross	8 42	2 13	10 55
NIL Refund	3,069 61	NIL	3 069 61
<u>9,159</u>	<u>11,041 24</u>	<u>2 13</u>	<u>11,043 37</u>
PAYMENTS			
Office Holders Fees	7,035 50	628 53	7,664 03
Legal Fees	NIL	2,035 50	2,035 50
Storage Costs	165 87	329 37	495 24
Statutory Advertising	183 00	70 00	253 00
Postage and Stationery	5 90	4 70	10 60
IT Administration Fee	110 00	NIL	110 00
Legal Expenses	NIL	450 00	450 00
Vat Receivable	894 61	(894 61)	0 00
Specific Bond	20 00	5 00	25 00
	<u>8,414 88</u>	<u>2,628 49</u>	<u>11,043 37</u>
CASH IN HAND	<u>2,626 36</u>	<u>(2,626 36)</u>	<u>NIL</u>

APPENDIX II

ANALYSIS OF TIME COSTS EXPLANATION OF TIME CHARGING AND DISBURSEMENTS RECOVERY POLICY AND COMPLAINTS PROCEDURE

WILKINS KENNEDY LLP

Schedule of joint liquidators' remuneration and disbursements

for

Cybit Positioning Solutions Ltd

as at 30 May 2014

JOINT LIQUIDATORS' FEES

HOURS						Time Cost £	Average hourly rate £
Classification Of work function	Partner	Manager	Other senior Professionals	Assistants & support staff	Total Hours		
Administration & planning	2 00	17 90	4 65	6 85	31 40	6,629 75	211 14
Investigations	3 70	24 90	-	-	28 60	8,203 00	286 82
Realisation of assets	0 40	0 70	-	-	1 10	349 00	317 27
Trading	-	-	-	-	-	-	-
Creditors	0 50	1 20	0 20	-	1 90	541 00	284 74
Case Specific matters (specify)	-	-	-	-	-	-	-
Total hours	6 60	44 70	4 85	6 85	63 00	15,722 75	249 57
Total fees claimed (£)						(7,664 03)	

Wilkins Kennedy LLP Charge-Out Rates

1 February 2012 to 31 July 2013

£

Partners/Directors	400 00 – 450 00
Senior Managers/Managers	270 00 – 300 00
Supervisors	205 00
Case Managers/Senior Administrators	195 00
Administrators/Investigators	100 00 – 145 00
Junior/Trainee Administrators	65 00 – 100 00
Cashiers/Secretaries	75 00 – 90 00

1 August 2013 to date

£

Partners/Directors	400 00 – 450 00
Senior Managers/Managers	270 00 – 300 00
Supervisors	205 00
Case Managers/Senior Administrators	145 00 – 195 00
Administrators/Investigators	100 00 – 160 00
Junior/Trainee Administrators	65 00 – 100 00
Cashiers/Secretaries	75 00 – 90 00

Explanation of officeholders time charging policy

In accordance with the provisions of Statement of Insolvency Practice 9 ("SIP 9"), the charge out rates detailed on the previous page are applicable to this appointment exclusive of VAT. Rates are normally reviewed on an annual basis and adjustments made accordingly where deemed appropriate.

Time is recorded in 6 minute units by each staff member working on the case. A description of the routine work undertaken which time will be recorded for is detailed as follows:

1 Administration and planning

- Preparing documentation and dealing with the formalities of appointment
- Statutory notifications and advertising
- Dealing with all routine correspondence
- Maintaining physical case files and electronic case details
- Reviewing the ongoing progression of case files
- Arranging the collection and storage of company records
- Ensuring an appropriate case bordereau is in place
- Case planning and administration
- Preparing reports to members and creditors
- Convening and holding meetings of members and creditors where appropriate

2 Investigations

- Review and storage of the Company's books and records
- Preparation of returns / reports pursuant to the Company's Directors Disqualification Act 1986
- Conduct investigations into any suspicious transactions
- Reviewing the books and records to identify any transactions or actions that the officeholder may take in order to recover funds for the benefit of creditors

3 Realisation of assets

- Identifying, securing and obtaining sufficient insurance in respect of company assets
- Dealing with any retention of title or other third party claims
- Debt collection functions
- Negotiating and completing property, business and asset sales

4 Trading

- Management of trading operations
- Maintaining and preparing accounting records for the period of trade
- Dealing with ongoing employee issues

5 Creditors

- Dealing with creditor correspondence and telephone conversations
- Maintaining creditor information and claims (including those submitted by secured creditors, employees and other preferential creditors)

Explanation of officeholders disbursement recovery policy

SIP 9 also requires that the office holder provide a statement of the officeholder's policy in relation to the recharging of disbursements. SIP 9 defines disbursements as either Category 1 or Category 2 disbursements, further details of which are below.

Category 1 disbursements will generally comprise external supplies of incidental services specifically identifiable to the case, typically for items such as identifiable telephone calls, postage, case advertising, invoiced travel and properly reimbursed expenses incurred by personnel in connection with the case. Also included will be services specific to the case where these cannot practically be provided internally such as printing, room hire and document storage

Category 2 disbursements will generally comprise costs which, whilst being in the nature of expenses or disbursements, include elements of shared or allocated costs

Charging and disbursement recovery policy

Category 1 disbursements are recoverable without approval, and will be recovered by the officeholder as they are incurred

Category 2 disbursements do require approval, and should be identified and subject to approval by those responsible for approving remuneration. SIP 9 provides that the officeholder may make a separate charge for expenses in this category, provided that

- such expenses are of an incidental nature and are directly incurred on the case, and there is a reasonable method of calculation and allocation, it will be persuasive evidence of reasonableness, if the resultant charge to creditors is in line with the cost of external provision, and
- the basis of the proposed charge is disclosed and is authorised by those responsible for approving his remuneration

Payments to outside parties in which the officeholder or his firm or any associate (as defined by Section 435 of the Insolvency Act 1986) has an interest should be treated as category 2 disbursements

The following items of expenditure are recharged on this basis and are believed to be in line with the cost of external provision

Photocopying	5p per sheet
Mileage	45p per mile (40p per mile prior to 6 April 2011)
Meeting Room	£50

Complaints procedure

Details of our complaints procedure are available on our website using the following link <http://www.wilkinskennedy.com/services/wk-restructuring-recovery/insolvency/complaints-procedure>