

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

03562123

Name of Company

Rothmans Finance plc

☒ We Robert Pick  
88 Wood Street  
London  
EC2V 7QF

Simon Thomas  
88 Wood Street  
London  
EC2V 7QF

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 summoned for 28 June 2012 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 no quorum was present at the meeting

The report covers the period from 22/12/2011 (commencement of winding up) to 28/06/2012 (close of winding up)

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

Signed

Date

03 July 2012

Moorfields Corporate Recovery LLP  
88 Wood Street  
London  
EC2V 7QF

Ref BATG002/RP/ST/SE/JAG

WEDNESDAY



\*A1CFQQCA\*

A31

04/07/2012

#76

COMPANIES HOUSE

Our Ref rp se jag inte001  
Your Ref

TO ALL SHAREHOLDERS

28 June 2012

Dear Sirs

**Rothmans Finance Plc  
R. D. Lillis & Sons Limited  
Peter Stuyvesant Accessories Limited  
("The Companies") All in Members' Voluntary Liquidation**

As you are aware the Company was placed into voluntary liquidation pursuant to Section 94 Insolvency Act 1986 I have pleasure in presenting my report on the conduct of the liquidation

**I enclose the following:**

- 1 A Summary of Receipts and Payments in the Liquidation, and
- 2 Minutes of the final shareholders meeting,

### **Overview of the Liquidations**

The Companies were placed into liquidation on 22 December 2011. They had all been dormant for a number of years and had no liabilities and assets other than intercompany balances.

### **Receipts and Payments**

There were no cash receipts and payments in the liquidations.

### **Tax**

Returns were submitted to HM Revenue and Customs ("HMRC") for Corporation Tax and PAYE. HMRC confirmed that they would not be opening an enquiry into any of the companies and gave clearance for the liquidations to be closed.

## **VAT**

R D Lillis & Sons Limited and Peter Stuyvesant Accessories Limited were registered for VAT as part of the British American Tobacco VAT Group. The Liquidators had those companies removed from the VAT group and deregistered. Once a final outstanding amount of VAT was met from the group, clearance was given to close those liquidations. Rothmans Finance Plc was not registered for VAT.

## **DISTRIBUTIONS**

### **Rothmans Finance plc**

A first and final distribution was made to the shareholders of Rothmans Finance plc on 9 May 2012. This distribution was made by way of set off against a debt owed by the member to Rothmans Finance plc. The distribution was for £1 for every £1 Ordinary share and totalled £100 Million.

### **R D Lillis & Sons Limited**

A first and final distribution was made to the Preference shareholders of R D Lillis & Sons Limited on 9 May 2012. This distribution was made by way of set off against a debt owed by the member to R D Lillis & Sons Limited. The distribution was for £1 for every £1.00 5% Non-Cumulative Preference share and totalled £100.

A further first and final distribution was also made to the Ordinary shareholders of R D Lillis & Sons Limited on 9 May 2012. This distribution was made by way of set off against a debt owed by the member to R D Lillis & Sons Limited. The distribution was for £64.70 for every 50p Ordinary share and totalled £12,940.

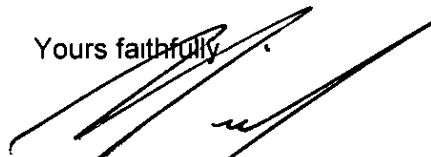
### **Peter Stuyvesant Accessories Limited**

No distribution was made in this liquidation.

### **Remuneration and disbursements**

No resolution was taken regarding the Liquidators fees. Costs of the liquidations were £10,000 plus disbursements plus VAT and were met by an associated company.

Yours faithfully,



**RH Pick**  
**Joint Liquidator**

DDI 020 7186 1160  
Fax 020 7186 1177  
Email [jgoschalk@moorfieldscr.com](mailto:jgoschalk@moorfieldscr.com)

**Rothmans Finance plc  
(In Liquidation)**

**Joint Liquidators' Abstract Of Receipts And Payments  
To 28 June 2012**

<b>RECEIPTS</b>	<b>Total (£)</b>
Book Debts	100,000,000 00
	<hr/>
	100,000,000 00
	<hr/>
<b>PAYMENTS</b>	
Ordinary Shareholders	100,000,000 00
	<hr/>
	100,000,000 00
Balances in Hand	0 00
	<hr/>
	100,000,000 00
	<hr/>

Note - VAT is not recoverable

# **Rothmans Finance plc - In Members' Voluntary Liquidation**

## **Minutes of the Final Meeting of Members**

Pursuant to Section 94 of the Insolvency Act 1986

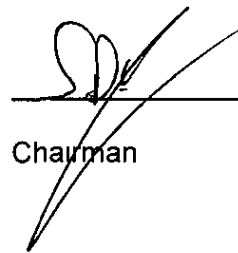
Held at 88 Wood Street, London, EC2V 7QF  
On 28 June 2012 at 12 00pm

**Present**                Simon Emery – Chairman

No Members were present either in person or by proxy

### **In attendance:**

The Chairman noted that no members were present in person or by proxy. In accordance with Rule 12A 21 of the Insolvency Rules 1986 the Chairman waited 15 minutes before noting that the meeting had been duly summoned, but was not quorate.

  
\_\_\_\_\_  
Chairman