

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

4129061

Name of Company

TDWSCH Holding Company Limited

I/We Daniel Francis Butters
1 City Square
Leeds
West Yorkshire
LS1 2ALStephen Roland Browne
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~~ 22 October 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 that the same was done accordingly /~~no quorum was present at the meeting.~~

The meeting was held at 1 City Square, Leeds, LS1 2AL

The winding up covers the period from 31 October 2011 (opening of winding up) to the final meeting (close of winding up)

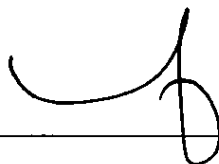
The outcome of the meeting (including any resolutions passed at the meeting) was as follows

The following resolutions were passed

Ordinary Resolution That the Joint Liquidators' statement of account for the period of the liquidation be approved

Special Resolution That the books, accounts and documents of the Company and of the Joint Liquidators be disposed of as the Joint Liquidators see fit, subject to any legal requirements governing the period of retention

Signed



Date 22 October 2012

Deloitte LLP
1 City Square
Leeds
West Yorkshire
LS1 2AL

Ref TDWS00D/AMAWGV

TUESDAY



A31

A1K4WP68

23/10/2012

#151

COMPANIES HOUSE

TDWSCH Holding Company Limited
(In Liquidation)
Joint Liquidators' Abstract of Receipts & Payments
From 31 October 2011 To 22 October 2012

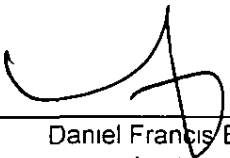
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NIL

REPRESENTED BY

NIL

Note



Daniel Francis Butters
Joint Liquidator

**TDWSCH HOLDING COMPANY LIMITED
(IN MEMBERS VOLUNTARY LIQUIDATION)
COMPANY NUMBER 4129061
("the Company")**

**REPORT TO MEMBERS PURSUANT TO SECTION 94 OF THE INSOLVENCY ACT 1986 AND
RULE 4.126A(4) OF THE INSOLVENCY RULES 1986 (AS AMENDED) HELD AT DELOITTE
LLP, 1 CITY SQUARE, LEEDS LS1 2AL on 22 October 2012 AT 10.15 AM.**

**This report has been prepared in accordance with Rule 4.126A(4) of the Insolvency Rules to
provide members, at the final meeting, with an account of the Liquidators' administration of
the winding-up of the Company.**

**The report is private and confidential and may not be relied upon, referred to, reproduced or
quoted from, in whole or in part, by members for any purpose other than updating them for
information purposes, or by any other person for any purpose whatsoever.**

**Daniel F Butters and Stephen R Browne were appointed Joint Liquidators of the Company
on 31 October 2011.**

**All licensed Insolvency Practitioners of Deloitte LLP are licensed in the UK to act as
Insolvency Practitioners.**

**Daniel F Butters & Stephen R Browne
Deloitte LLP
1 City Square
Leeds
LS1 2AL**

**Tel. +44 (0) 113 243 9021
Fax: +44 (0) 113 244 5580**

**TDWSCH HOLDING COMPANY LIMITED
(IN MEMBERS' VOLUNTARY LIQUIDATION)
("the Company")**

LIQUIDATORS' REPORT

1. APPOINTMENT

At a General Meeting of the Company held on 31 October 2011, it was resolved that, the Company be wound up voluntarily and that Daniel F Butters and Stephen R Browne be appointed Joint Liquidators of the Company. Following the appointment, the Joint Liquidators arranged for the necessary documents to be advertised in the London Gazette and for all statutory documents to be filed at Companies House.

2. DECLARATION OF SOLVENCY

In accordance with the Declaration of Solvency, the only asset held by the Company was an inter company balance of £2,850,446 and a liability of £46,000 due to another group company.

3. PROGRESSION OF THE LIQUIDATION

The work performed during the course of the liquidation has included statutory advertising, filing and notification of the liquidation, obtaining clearances from HM Land Registry and The Pension Tracing Service, liaising with HM Revenue & Customs in order to obtain corporation tax and VAT clearances, distribution to the shareholder and convening a final winding up meeting.

4. DISTRIBUTION

A first and final distribution by set-off of the surplus assets in the liquidation was made on 29 June 2012 with a value of £2,804,446 (at the rate of £0.0431453217493747 per £1 Ordinary Share in respect of the Company's shareholding of 65,000,002 Ordinary Shares at £1 each).

5. LIABILITIES

The sum of £46,000 was assigned to TD Waterhouse Holdings (UK) Limited in settlement of the inter-company balance of £46,000 which was due to TD Waterhouse Holdings (UK) Limited – In Members' Voluntary Liquidation.

6. LIQUIDATORS' FEES

The Liquidators' fees and expenses have been settled externally by the group, and the basis of the remuneration was fixed by reference to the time properly spent by the Liquidators and their staff in attending to matters arising in the winding up. The basis was fixed by resolution of the sole shareholder. The amount of the remuneration totalled £25,999.50 plus £2,583.50 expenses and was drawn on a group basis and covers the following companies.

**TDWSCH Holding Company Limited
T D Waterhouse Holdings (UK) Limited
Dealwise Limited
DLJDirect Limited
Aitken Campbell & Company Limited**

In addition to the above fees £8,000.00 was drawn for the provision of company secretarial services in respect of the transfer of TDWSCH Holding Company Limited, and Aitken Campbell & Company Limited at the agreed fee of £3,500, the transfer of Dealwise Limited and DLJ Direct Limited at the agreed fee of £2,500, and stamp duty relief claim at the agreed fee of £2,000.

7. CLOSURE OF THE LIQUIDATION

The final meeting has been convened for 22 October 2012 and has been advertised in the London Gazette on 4 September 2012 at a cost of £153.00 plus VAT and covers the following companies.

**TDWSCH Holding Company Limited
T D Waterhouse Holdings (UK) Limited
Dealwise Limited
DLJDirect Limited**

8. RECEIPTS & PAYMENTS ACCOUNT

Please note that no receipts and payments account is included with this report as there have been no cash transactions during the liquidation.

A summary of unclaimed dividend amounts are as follows:

- | | |
|--|------|
| (a) unclaimed dividends payable to creditors in the winding up | £Nil |
| (b) other unclaimed dividends in the winding up | £Nil |
| (c) monies held by the Company in trust in respect of dividends or other sums due before the commencement of the winding up to any person as a member of the Company | £Nil |


**Daniel F Butters
Joint Liquidator
JOINT LIQUIDATORS' REPORT**