

**Return of Final Meeting in a
Members' Voluntary Winding up****S.94****Pursuant to Section 94 of the Insolvency Act 1986**

To the Registrar of Companies

Company Number

05929331

Name of Company

(a) Insert full name
of company

Histogram Holdings Limited

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

We Emma Cray and Karen Dukes
Of PricewaterhouseCoopers LLP
7 More London Riverside, London SE1 2RT

- (c) Delete as applicable Give notice that a general meeting of the company was duly summoned for 19
(d) Insert date May 2017 pursuant to section 94 of the Insolvency Act 1986, for the purpose of
(e) The copy having an account (of which a copy is attached) laid before it showing how the
account must be winding up of the company has been conducted, and the property of the
authenticated by company has been disposed of and no quorum was present at the meeting.
the written signature(s) of the liquidator(s) The meeting was held at Cornwall Court, 19 Cornwall Street, Birmingham, B3
2DT
(f) insert venue of meeting

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 any meeting (including any resolutions passed at the meeting)
was as follows:

No quorum was present.

Signed



Date

19 May 2017

Presenter's name,
address and
reference

(if any)

Jo Ridley
PricewaterhouseCoopers LLP
Cornwall Court, 19 Cornwall Street
Birmingham
B3 2DT



HISTOGRAM HOLDINGS LIMITED – IN MEMBERS’ VOLUNTARY LIQUIDATION (THE COMPANY)

**FINAL REPORT TO MEMBERS AS REQUIRED BY S94 OF THE INSOLVENCY ACT 1986
PREPARED FOR THE FINAL MEETING OF MEMBERS ON 19 MAY 2017**

INTRODUCTION

The Company was placed into members’ voluntary liquidation on 31 March 2016 and Emma Cray and Karen Dukes were appointed joint liquidators (the liquidators).

We are required to provide you with a final report on the conduct and outcome of the liquidation. This report is for the period 31 March 2016 to 19 May 2017 and also serves as a progress report from 31 March 2016 to 19 May 2017.

We are also required to give you certain information about the Company and the liquidators; this information is attached as appendix A.

We attach as appendix B a summary of our receipts and payments for the liquidation.

REPORT ON THE LIQUIDATION

Realisation of assets:

The directors’ Declaration of Solvency showed that the Company’s assets were:

Inter-company debtor	1
Total	<u>1</u>

After our appointment, the Company’s inter group debt was taken under control until distribution.

Realisations from the Company’s assets are detailed in the above summary and totalled £1.

No additional assets have been identified. There are no assets still to be realised.

Settlement of liabilities:

This section covers all liabilities except any claims of HM Revenue & Customs (HMRC) which are dealt with separately below under HMRC.

The directors’ Declaration of Solvency and the Company’s records showed the Company had no liabilities.

After our appointment we published a notice in the London Gazette inviting any unknown creditors to send in their claims. No such claims were received.

HMRC:

The directors’ Declaration of Solvency and the Company’s records showed that the Company had no tax liabilities.

After our appointment, we wrote to HMRC to inform them of our appointment and to request details of any outstanding liabilities. HMRC have confirmed that the Company has no outstanding liabilities and they have no objection to the closure of the liquidation.

Distributions to shareholders:

At the time of our appointment, the issued share capital of the Company was 100 ordinary £0.01 shares.

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On 12 May 2017 we made a distribution in specie of £1 (representing 1 pence per share) to the ordinary shareholders.

The distribution in specie consisted of an inter-group debtor balance together with any other assets held by the Company. The value attributed to the in specie distribution was based on the value at which the asset was held in the Company's books.

OUR FEES AND EXPENSES

Basis of remuneration:

At the time of our appointment, a resolution was passed for us to be paid by reference to the time properly given by us and our staff in dealing with the liquidation.

Funding of the liquidation:

Although fees have been paid to us on the basis specified above, our fees and expenses have not been paid out of the liquidation estate. Instead, Refresco Beverages UK Limited has met our fees and expenses for the Company and 8 connected companies.

Remuneration charged:

Our fees for undertaking this liquidation and the liquidation of a further 8 connected companies consist of time costs incurred for both (i) the period up to the day of our appointment and (ii) the period covering the formal liquidation. Our time costs for these periods were:

	£
Work up to liquidation date	23,050
Liquidation – the Period	<u>11,651</u>
	<u>34,701</u>

The above time costs for the liquidation period are calculated to 5 May 2017, being the latest practicable date. This represents 44 hours at an average hourly rate of £265.

£32,689 has been invoiced for this case. It is our normal practice to obtain the prior approval of Refresco Beverages UK Limited before fees are invoiced. Final fees will be agreed and invoiced in due course.

Liquidators' expenses:

During the liquidation we have incurred expenses of £871 plus VAT. These costs, which will be or have been re-charged, consist of:

	£
Category 1 expenses [see Note below]:	
Statutory advertising	851
Statutory bonding	<u>20</u>
Total expenses	<u>871</u>

Notes:

Category 1 expenses represent specific expenditure incurred directly in respect of this liquidation and payment has been to independent third parties.

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Members' rights re liquidators' remuneration and expenses:

Members are entitled to request further information about our fees and expenses. Such requests need to be made within 21 days of receipt of this report. See Rule 4.49E of the Insolvency Rules 1986 for further detail.

In certain circumstances, members are entitled to claim by way of court application that the liquidators' fees and expenses are excessive. Such applications need to be made within 8 weeks of receipt of this report. See Rule 4.148C of the Insolvency Rules 1986 (as amended) for further detail.

This concludes our report.

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Appendix A

INFORMATION ON THE COMPANY AND THE LIQUIDATORS

Company details:	
Company name:	Histogram Holdings Limited
Former names:	Pargiter Limited
Company number:	05929331
Registered office:	Mallard Court, Express Park, Bridgewater, Somerset, TA6 4RN
Liquidators' details:	
Liquidators' names:	Emma Cray and Karen Dukes (the liquidators)
Liquidators' address:	c/o PricewaterhouseCoopers, Cornwall Court, 19 Cornwall Street, Birmingham, B3 2DT
Date of appointment:	31 March 2016
Nature of appointment:	Members' Voluntary Liquidation

Emma Cray and Karen Dukes have been appointed as joint liquidators. Both are licensed in the United Kingdom to act as an Insolvency Practitioner by Institute of Chartered Accountants in England & Wales. The joint liquidators are bound by the Insolvency Code of Ethics which can be found at: <https://www.gov.uk/government/publications/insolvency-practitioner-code-of-ethics>.

The joint liquidators are Data Controllers of personal data as defined by the Data Protection Act 1998. PricewaterhouseCoopers LLP will act as Data Processor on their instructions. Personal data will be kept secure and processed only for matters relating to the liquidators.

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Appendix B

**ABSTRACT OF RECEIPTS AND PAYMENTS IN THE LIQUIDATION DURING THE PERIOD
FROM 31 MARCH 2016 TO 19 MAY 2017**

	£
RECEIPTS	
Inter group debtor	<u>1</u>
	<u>1</u>
	£
PAYMENTS	
Distribution	<u>1</u>
	<u>1</u>
BALANCE OF FUNDS HELD	<u>NIL</u>