

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

05988581

Name of Company

Castle Topco Limited

+ We

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

Stephen 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 15 May 2017 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.

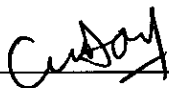
The meeting was held at Athene Place, 66 Shoe Lane, London, EC4A 3BQ

The winding up covers the period from 22 December 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:

There was no quorum and thus no resolutions were passed.

Signed



Date 15 May 2017

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

Ref. CAST02L/LMR/SWM/CPB

THURSDAY



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18/05/2017

#477

COMPANIES HOUSE

**CASTLE MIDCO LIMITED (Company number: 05988530)
CASTLE TOPCO LIMITED (Company number: 05988581)
(BOTH IN MEMBERS' VOLUNTARY LIQUIDATION)
("the Companies")**

**Hill House
1 Little New Street
London
EC4A 3BQ**

**REPORT TO BE LAID BEFORE THE FINAL GENERAL MEETING OF THE COMPANIES
CONVENED FOR 15 MAY 2017 PURSUANT TO SECTION 94 OF THE INSOLVENCY
ACT 1986 (AS AMENDED) ("the ACT").**

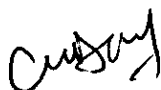
15 May 2017

Nicholas Guy Edwards and Christopher Richard Frederick Day were appointed Joint Liquidators of Castle Midco Limited further to the written resolution of the members dated 11 May 2010. The liquidation was closed on 7 October 2010, dissolved on 12 January 2011 and subsequently restored by Court order on 22 December 2016, when Stephen Roland Browne and Christopher Richard Frederick Day ("the Liquidators") were appointed Joint Liquidators.

Stephen Roland Browne and Christopher Richard Frederick Day were appointed Joint Liquidators of Castle Topco Limited further to the written resolution of the members dated 23 September 2011. The liquidation was closed on 21 December 2011, dissolved on 17 April 2012 and subsequently restored by Court order on 22 December 2016, when Stephen Roland Browne and Christopher Richard Frederick Day ("the Liquidators") were appointed Joint Liquidators.

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 members for information purposes. The report 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.



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APPENDICES

- 1. Castle Midco Limited: Liquidators' Receipts and Payments account for the period from 11 May 2010 to 15 May 2017.**
- 2. Castle Topco Limited: Liquidators' Receipts and Payments account for the period from 23 September 2011 to 15 May 2017.**

1. EXECUTIVE SUMMARY	
Key Messages	Commentary
Conduct of the liquidations	<ul style="list-style-type: none"> On the advice of DLA Piper UK LLP ("DLA"), the Companies were restored to the Register on 22 December 2016, by way of Court orders. The purpose of the restorations was due to the emergence of a previously unknown cash asset totalling approximately £210,000 believed to have been due to the Companies. Subsequently it materialised that this cash asset was in fact not due to the Companies but to another (live) group company, thus the Companies were restored in error and the liquidations are to be closed.
Costs of the liquidations	<ul style="list-style-type: none"> There are no funds in the estate. The basis of our remuneration has been fixed by reference to time costs. We have incurred total time costs of £39,299.50 since the restoration of the Companies on 22 December 2016. No remuneration can be drawn.
Distributions to members	<ul style="list-style-type: none"> The Companies had no assets thus no distributions were made to the members.
Closure	<ul style="list-style-type: none"> There are no outstanding matters preventing the closure of the liquidations.

2. SUMMARY AND ACCOUNT OF THE LIQUIDATIONS

Summary of Work Done

Background

The Companies were restored to the Register following Court orders on the 22 December 2016. It was believed that the Companies were due an amount totalling approximately £210k held in a DLA client account, which was interest accrued for holding monies in their client account following a transaction that took place in May 2007. However, it was later clarified by DLA that this reasoning had been incorrect and that neither Castle Topco Limited nor Castle Midco Limited were due these monies.

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
- Cashiering functions

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

3. LIQUIDATORS' RECEIPTS AND PAYMENTS ACCOUNT

A receipts and payments account for the Companies is provided at Appendices 1 and 2, summarising the transactions since our appointment.

There were no receipts or payments in respect of either liquidation estate.

4. INFORMATION FOR MEMBERS

Distributions made

There were no surplus assets and thus no distributions to the members were made.

Other Matters and Information

Members' right to request further information

Members of the Companies 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 Companies, 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.

Members' right to challenge Remuneration and/or Expenses

Members of the Companies with at least 10% of the total voting rights of all the members having the right to vote at general meetings of the Companies, 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

Basis Of Liquidators' Remuneration

There are no funds in either liquidation estate. Remuneration was 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. No sum has been drawn in respect of our time costs and expenses, as both are irrecoverable in the circumstances.

Liquidators' Disbursements

Category 1

These are payments made by us direct to third parties and for which no approval is required.

Category 1 disbursements

£ (net)	Total cost for the period of the appointment
Statutory Advertising	406.08
Bonding	230.00
Total disbursements	636.08

Category 2

These are costs and expenses initially paid by us and which are not generally made to a third party, for example, reimbursement to staff engaged on the case for their mileage costs. These may also include shared or allocated costs. Specific approval is required before these costs and expenses can be drawn from the liquidation estate.

There were no Category 2 disbursements.

All of the above costs are irrecoverable and have been written off by the Joint Liquidators.

APPENDIX 1**RECEIPTS AND PAYMENTS ACCOUNT****Castle Midco Limited
(In Liquidation)****Summary of Receipts & Payments
11 May 2010 to 15 May 2017**

	Declaration of Solvency as at 14 April 2010 (£)	Whole period of liquidation from 11 May 2010 to 15 May 2017 (£)
RECEIPTS		
Total	<u>0</u>	<u>0</u>
PAYMENTS		
Total	<u>0</u>	<u>0</u>
Balance at Bank		<u>0</u>

Source: Deloitte Analysis

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RECEIPTS AND PAYMENTS ACCOUNT

Castle Topco Limited
(In Liquidation)

Summary of Receipts & Payments
23 September 2011 to 15 May 2017

	Declaration of Solvency as at 29 July 2011 (£)	Whole period of liquidation from 23 September 2011 to 15 May 2017 (£)
RECEIPTS		
Total	<u>0</u>	<u>0</u>
PAYMENTS		
Total	<u>0</u>	<u>0</u>
Balance at Bank		<u>0</u>

Source: Deloitte Analysis

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Castle