

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

07662877

Name of Company

SPD Finance UK PLC

I, Blair Carnegie Nimmo
Saltire Court
20 Castle Terrace
Edinburgh
EH1 2EG

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 25 July 2016 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 deemed to have been held at KPMG LLP, Saltire Court, 20 Castle Terrace, Edinburgh, EH1 2EG

The winding up covers the period from 19 December 2014 (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
No quorum was present at the meeting and the chairman noted that the liquidator would accordingly vacate his office and have his release, pursuant to 173(2)(d) of the Insolvency Act 1986, immediately after sending a copy of the final account to the Registrar of Companies

28 July 2016

KPMG LL
Saltire Ct
20 Castle Terrace
Edinburgh
EH1 2EG

Date

Ref SBC08A2833/JET/KB

TUESDAY



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QIQ

02/08/2016

#92

COMPANIES HOUSE

SPD Finance UK Plc
(In Liquidation)
Liquidator's Abstract of Receipts & Payments
From 19 December 2014 to 25 July 2016

S of A £	£	£
		0
		NIL

SPD FINANCE UK PLC (IN MEMBERS' VOLUNTARY LIQUIDATION) ("THE COMPANY")

MINUTES OF THE FINAL MEETING OF MEMBERS OF THE COMPANY HELD AT THE OFFICES OF KPMG LLP, SALTIRE COURT ON 25 July 2016 AT 11.00am

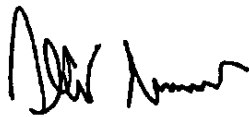
PRESENT Blair C Nimmo

Chairman of the meeting

An account of the Liquidator's acts and dealings and of the conduct of the winding up, which had already been distributed to all shareholders, was available to be presented to the meeting along with a summary of receipts and payments for consideration

No quorum was present at the meeting and hence the Liquidator was automatically released under Section 173(2)(d) of the Insolvency Act 1986

There being no further business the meeting was closed at 11 15



Blair C Nimmo
Chairman of the Meeting



KPMG LLP
Restructuring
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EH1 2EG United Kingdom

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SP Distribution Plc
1 Atlantic Quay
Robertson Street
Glasgow
G2 8SP

Our ref 6 1N

Contact Kylie Burgess
0131 451 7753

%%DateApproved%%

Dear Sir/Madam

SPD Finance UK PLC – in Members' Voluntary Liquidation (the 'Company')
Liquidator – Blair Nimmo

Final report to members

I am now in a position to conclude the liquidation and convene the final meeting of members of the Company in accordance with section 94 of the Insolvency Act 1986

I attach as Appendix 1 the Liquidator's receipts and payments account for the period 19 December 2014 to 27 June 2016 and the cumulative receipts and payments to date. I comment below on the principal matters that have arisen in the liquidation

Matters arising during the course of the liquidation

The declaration of solvency, sworn by the directors prior to the commencement of the liquidation, showed the Company held no assets or liabilities

The Company had no known creditors

A notice to creditors to prove their claims in the liquidation was advertised in the London Gazette and The Independent newspaper on 31 December 2014. No creditors were forthcoming as a result of these advertisements

Tax

All pre-liquidation corporation tax matters were handled by Scottish Power's tax team who prepared and submitted all outstanding returns up to the date of commencement of the liquidation to HM Revenue & Customs ('HMRC'). At the request of the Liquidator, HMRC subsequently confirmed that the Company had no outstanding corporation tax returns or liabilities, that it would not raise enquiries in to any pre or



post liquidation periods and that it had no objection to the Liquidator calling a final meeting of members to conclude the liquidation

The Company was not VAT registered

Distributions

A first and final in specie distribution of £50,000 was paid to SP Distribution PILCon 10 November 2015

Liquidators' remuneration

A written resolution was passed on 19 December 2014 that the remuneration of the Liquidator be fixed at their normal charging rates according to the time properly spent by them and members of their staff in attending to matters arising in the winding up of the Company

However, the Liquidator's remuneration will be paid by Scottish Power Limited and accordingly no detailed analysis is included in this report

Final Meeting

I attach a notice of the final meeting of members, which has been convened for 11 00 on 25 July 2016, together with a proxy form. The meeting is convened pursuant to Section 94 of the Insolvency Act 1986 and its purpose is to receive an account showing the manner in which the winding up has been conducted and the property of the Company disposed of, and of hearing any explanation which may be given by the Liquidator

There are no resolutions to be proposed at the meeting

The account to be laid before the meeting is the same as in this letter and attachments. There is no necessity to attend the meeting in person unless you so wish, nor is it necessary for you to complete the proxy form. If you do propose to attend the meeting on 25 July 2016, please contact Kylie Burgess on 0131 451 7753 in order that the appropriate arrangements can be made

The Liquidator will file their final return with the Registrar of Companies within 7 days of the final meeting. The Company will be dissolved approximately three months thereafter



KPMG LLP
Final report to members
%%DateApproved%%

Yours faithfully
For SPD Finance UK PLC – in Members' Voluntary Liquidation

A handwritten signature in black ink, appearing to read 'Blair Nimmo'.

Blair Nimmo
Liquidator

Blair Carnegie Nimmo is authorised to act as an insolvency practitioner by the Institute of Chartered Accountants of Scotland
We are bound by the Insolvency Code of Ethics