

Section 94

The Insolvency Act 1986

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

S94

For Official Use

To the Registrar of Companies

| | | |
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| | | |
|--|--|--|

Company Number

00066525

Name of Company

Vera Cruz (Mexico) Railways Limited

☒ We
David Birne
Acre House
11-15 William Road
London
NW1 3ER

Brian Johnson
Acre House
11-15 William Road
London
NW1 3ER

give notice that a general meeting of the company was ~~held~~/summoned for 16 December 2011 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

Signed



Date

16 December 2011

Fisher Partners
Acre House
11-15 William Road
London
NW1 3ER

Ref P1426_507/DLB/BNJ/NR/AHS

For Official Use

Post Room

THURSDAY



A00Q06AX

A22

22/12/2011

#430

COMPANIES HOUSE

PEARSON PLC – BATCH 5 – MEMBERS' VOLUNTARY LIQUIDATIONS ("THE COMPANIES") SEE ATTACHED LIST OF COMPANIES "APPENDIX A"

FINAL REPORT TO MEMBERS

All matters concerning the Companies have been satisfactorily dealt with. I am now in a position to conclude my administration of the liquidations.

By way of reminder, the following distributions were declared in specie on 31 August 2011

HB Group Limited

The total sum of £14,436 due to the Company from Melorio Plc and Construction Learning World Limited was distributed in specie to Melorio Plc. This represents a distribution of £150.375 per ordinary £1 share.

Strand Books Limited

The total sum of £2 due to the Company from Penguin Books Limited, was distributed in specie to Penguin Books Limited. This represents a distribution of 100p per ordinary £1 share.

Themescene Limited

The total sum of £5,000 due to the Company from Pearson Plc, was distributed in specie to Pearson Plc. This represents a distribution of 100p per ordinary £1 share.

Zenos Support Services Limited

The total sum of £100 due to the Company from Zenos Limited, was distributed in specie to Melorio Plc. This represents a distribution of 100p per ordinary £1 share.

Dormant10 Limited (Formerly Pearson Property Investments Limited)

The total sum of £5,130 due to the Company from Pearson Plc was distributed in specie to Pearson Plc. This represents a distribution of £0.12825 per ordinary 0.125p share.

Marblemirror Limited

The total sum of £5,000 due to the Company from Pearson Plc, was distributed in specie to Pearson Overseas Holdings Limited. This represents a distribution of 100p per ordinary £1 share.

Vera Cruz (Mexico) Railways Limited

The total sum of £168,379 due to the Company from Pearson Management Services Limited was distributed in specie to Pearson Management Services Limited. This represents a distribution of £3.36758 per ordinary £10 share.

Broadminster Nominees Limited

The total sum of £1.25 due to the Company from Sundry Debtors, was distributed in specie to Pearson Plc. This represents a distribution of £0.25 per ordinary £0.25 share.

Godfrey Cave Holdings Limited

The total sum of £369,333 due to the Company from Penguin Books Limited was distributed in specie to Penguin Books Limited This represents a distribution of £73.8666 per ordinary £1 share

Payne-Gallway Publishers Limited

The total sum of £1 due to the Company from Pearson Heinemann Limited, was distributed in specie to Pearson Heinemann Limited This represents a distribution of £100p per ordinary £1 share

FT Knowledge Holdings Limited

No distributions were made as there are no assets to distribute The shareholder is Pearson Plc who held 4,765,002 ordinary £1 shares

The Open College Limited

The total sum of £2 due to the Company from Pearson International Finance Limited, was distributed in specie to Pearson International Finance Limited This represents a distribution of £100p per ordinary £1 share

Signed



David Birne – Joint Liquidator

Date - 16 December 2011

Vera Cruz (Mexico) Railways Limited
(In Liquidation)
Joint Liquidators' Abstract of Receipts & Payments
From 25 July 2011 To 16 December 2011

| S of A £ | | £ | £ |
|-------------------|--|------------|--------------|
| 168,379 00 | ASSET REALISATIONS Inter Company Debtor | 168,379 00 | 168,379 00 |
| | DISTRIBUTIONS Ordinary Shareholders | 168,379 00 | (168,379 00) |
| 168,379.00 | | | NIL |

REPRESENTED BY

NIL



David Birne
Joint Liquidator