

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

03169368

Name of Company

(a) Insert full name
of company

Comino Group Limited

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

We Laura Waters and Karen Dukes
Of PricewaterhouseCoopers LLP
7 More London Riverside, London SE1 2RT

(c) Delete as
applicable

(d) Insert date

(e) The copy
account must be
authenticated by
the written

signature(s) of the
liquidator(s)

(f) Insert venue of
meeting

Give notice that a general meeting of the company was duly summoned for 29 December 2015 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 no quorum was present at the meeting

The meeting was held at 7 More London Riverside, London, SE1 2RT

The winding up covers the period from 1 June 2015 (opening of winding up) to 29 December 2015 (close of winding up)

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

No quorum was present

Signed

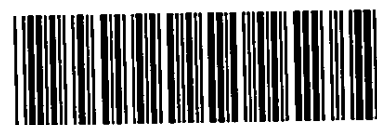


Date 29-12-2015

Presenter's name,
address and
reference
(if any)

Emma Brady
PricewaterhouseCoopers LLP
7 More London Riverside
London
SE1 2RT

MONDAY



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COMPANIES HOUSE

COMINO GROUP 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 29 DECEMBER 2015

INTRODUCTION

The Company was placed into members’ voluntary liquidation on 1 June 2015, with Laura Waters and Karen Dukes being appointed joint liquidators (“the liquidators”)

We are required to report on the conduct and outcome of the liquidation. This report is for the period 1 June 2015 to 29 December 2015 and also serves as a progress report

We are also required to give you certain information about the Company and the liquidators. This information is attached at appendix A

We attach at appendix B a summary of our receipts and payments

REPORT ON THE LIQUIDATION

Realisation of assets:

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

	£
Inter group debtor (Civica UK Limited)	1
Total	<u>1</u>

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

On 18 November 2015, the Company received the following in specie distributions from other group companies

- £28 from BSC Computing Limited, comprising of an inter-company receivable due from the Company
- £100 from Information and Communication Technology Associates Limited, comprising of an assignment of book debt due from Civica Connect Limited
- £1 from Civica Connect Limited, comprising of an assignment of book debt due from Civica UK Limited
- £2 from Comino Limited, comprising of an assignment of book debt due from Civica UK Limited
- £1 from Comino Techflow Limited, comprising of an assignment of book debt due from Civica UK Limited
- £1920 from Saffco Holdings Limited, comprising of an assignment of book debt due from Civica UK Limited and an inter-company receivable due from the Company
- £2 from Proofpower Limited, comprising of an assignment of book debt due from Civica UK Limited and Proofpower Limited

Prior to the final meeting, a distribution in specie of the inter group debt of £2055 was made to the sole shareholder

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 from HM Revenue & Customs (“HMRC”) which are dealt with separately below under the heading titled HMRC

The directors’ Declaration of Solvency and the Company’s records showed that 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 by the last date of proving, 13 July 2015. No claims were received against the Company

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There are no remaining claims to be agreed or settled

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.

All matters have now been cleared and HMRC confirmed there are no outstanding liabilities and they have no objections to the closure of the liquidation under their letter dated 16 April 2015

Distributions to the sole shareholder:

At the time of our appointment, the issued share capital of the Company was

- 20 Ordinary shares of 5 pence each

During the liquidation, we made the following distribution to the sole shareholder.

- On 18 November 2015, we made a distribution in specie of £2054 (representing £102 70 per share) to the Ordinary shareholders

The distribution in specie comprised an inter-group debt. The value we 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 fees:

At the time of our appointment the sole member resolved that we 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, Civica UK Limited has met our fees and expenses for the Company and 40 connected companies in liquidation.

Fees charged / expenses incurred:

The amounts shown below relate to the Company and the 40 connected companies in liquidation referred to above

The time costs incurred to 8 November 2015, being the latest practicable date, are £235,716. This represents 710 38 hours at an average hourly rate of £331 82. Additional time costs after 8 November 2015 will be incurred in relation to progressing the final distributions to shareholders, preparing and issuing the final reports and convening the final meetings for all 41 entities.

Fees totalling £190,430 have been billed to date for both pre and post liquidation and final fees of £41,000 will be invoiced on closure. In addition to liquidation fees, we have billed £90,000 for associated tax services and £15,171 for pension advice.

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We have incurred expenses of £6,420 08 plus VAT These costs have been re-charged as incurred and consist of.

	£
Statutory advertising	3,863 08
Public Notary	540 00
Statutory bonding	100 00
HM Land Registry	1,463 00
Company searches	454 00
Total	<u>6,420.08</u>

Members’ rights re our fees and expenses:

Members can request further information about our fees and expenses within 21 days of receipt of this report

In certain circumstances, members can 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

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**FINAL REPORT TO MEMBERS AS REQUIRED BY S94 OF THE INSOLVENCY ACT 1986
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Appendix A

INFORMATION ON THE COMPANY AND THE LIQUIDATORS

<i>Company details:</i>	
Company name:	Comino Group Limited
Company number:	03169368
Registered office:	Castlegate House, Castlegate Drive, Dudley, West Midlands, DY1 4TD
<i>Liquidators’ details:</i>	
Liquidators’ names:	Laura Waters and Karen Dukes (“The Liquidators”)
Liquidators’ address:	c/o PricewaterhouseCoopers, 7 More London Riverside, London, SE1 2RT
Date of appointment:	1 June 2015
Nature of appointment:	Members’ Voluntary Liquidation

Laura Waters and Karen Dukes have been appointed as joint liquidators. Both are licensed in the United Kingdom to act as insolvency practitioners by the Institute of Chartered Accountants in England and Wales.

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 liquidation.

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Appendix B

**SUMMARY OF RECEIPTS AND PAYMENTS IN THE LIQUIDATION DURING THE PERIOD
FROM 1 JUNE 2015 TO 29 DECEMBER 2015**

	£
RECEIPTS	
Inter-group balances	2,055
	<u>2,055</u>
	£
PAYMENTS	
Distribution to member (Civica Group Limited)	(2055)
	<u>NIL</u>