Form 4.71

Section 94

Return of Final Meeting in a Members' Voluntary Winding Up

Pursuant to Section 94 of the Insolvency Act 1986

To the Registrar of Companies

S.94

Company Number

03281071

Name of Company

Kabira Technologies (UK) Limited

I/We Sean K Croston
No 1 Dorset Street
Southampton
SO15 2DP

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/s~~ummoned for 23 December 2013 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 No 1 Dorset Street, Southampton, Hampshire, SO15 2DP

The winding up covers the period from 8 December 2011 (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

The liquidator's report was presented to the final meeting, at which no quorum was present
No objections had been received to the liquidator obtaining his release as liquidator of the company
There being no further business the meeting was closed

Signed _____ Date 23 December 2013

Grant Thornton UK LLP
No 1 Dorset Street
Southampton
SO15 2DP

Ref K00710/SKC/CMC/DCA/EZF

TUESDAY

A2NXCL62
A36 24/12/2013 #118
COMPANIES HOUSE

Software Supplied by Turnkey Computer Technology Limited Glasgow

Annual and Final Report
Kabira Technologies (UK) Limited - In Member's Voluntary Liquidation

I refer to my appointment as liquidator of the above named company by its sole shareholder on 8 December 2011

I am now in a position to close the liquidation, to cease to act as liquidator and to report on the conduct of the liquidation to 23 December 2013, the date of the final meeting I also attach

- Appendix 1, the information prescribed under the Insolvency Act 1986 relating to the company,
- Appendix 2, an account of my receipts and payments in the liquidation,
- Appendix 3, an extract from the Insolvency Rules 1986 relating to the members' rights to request additional information from the liquidator,
- Appendix 4, an extract from the Insolvency Rules 1986 relating to members' rights to challenge the liquidator's fees if excessive

Realisation and distribution of assets
The directors' statutory declaration of solvency made on 8 December 2011 disclosed that the company had total assets of £298,880, comprising of an inter-company debt due from TIBCO Software Limited

On 10 December 2013 this inter-company balance was distributed in specie to Kabira Technologies Inc, the parent company The value placed upon this distribution is based upon the company's management accounts for the period ended 27 September 2011 and the declaration of solvency dated 8 December 2011

I attach at Appendix 2 an abstract of my receipts and payments for the periods 8 December 2012 to 7 December 2013, 8 December 2013 to 23 December 2013 and the entire liquidation 8 December 2011 to 23 December 2013

Corporation Tax
During the course of the liquidation I have spent time corresponding with HM Revenue & Customs (HMRC) in respect of the company's pre-liquidation corporation tax returns Following payment of HMRC's claims by the group, HMRC has provided me with confirmation that the company has no outstanding tax liabilities or returns, together with clearance to close the liquidation

Liquidator's fees and disbursements
On 8 December 2011 the company resolved that I draw my remuneration by reference to my time costs My fees and disbursements for the liquidation of the company are being paid by TIBCO Software Limited as agreed in my letter of engagement dated 23 June 2011

During the liquidation disbursements have been incurred in relation to statutory advertising and bonding costs I will correspond separately with Kabira Technology Inc in respect of my fees and disbursements for dealing with this liquidation

I attach at Appendix 4 a copy of Rule 4 148C of the Insolvency Rules 1986 relating to a liquidator's remuneration, edited for members' voluntary liquidations

DATED THIS 23RD DAY DECEMBER 2013

Sean Croston
Liquidator

Appendix 1 - Prescribed information

Company name	Kabira Technologies (UK) Limited
Registered number	03281071
Registered office	No 1 Dorset Street Southampton Hampshire SO15 2DP
Names of liquidator	Sean Croston
Address of liquidator	Grant Thornton UK LLP No 1 Dorset Street Southampton Hampshire SO15 2DP
Liquidator's office-holder number	8930
Date of appointment of liquidator	8 December 2011
Details of any changes of liquidator	None
Telephone and email contact details for the liquidator	Cara Cox on 023 8038 1137 Email cara cox@uk gt com

Appendix 2 - Abstract of the liquidator's receipts and payments

Declaration of Solvency 08/12/2011	£		Receipts and payments for the period from 08/12/2012 to 07/12/2013 £	Receipts and payments for the period from 08/12/2013 to 23/12/2013 £	Receipts and payments for the period from 08/12/2011 to 23/12/2013 £
Assets		**Receipts**			
Loans and advances	298,880	Inter-company book debt, distributed in specie	-	298,880	298,880
	298,880	Total Receipts	-	298,880	298,880
Liabilities		**Payments**			
	-	Shareholder capital distribution distributed in specie	-	298,880	298,880
Estimated surplus	298,880	Balance in hand	Nil	Nil	Nil

Note:

The distribution in specie referred to above was valued by reference to the company's management accounts for the period ended 27 September 2011 and the declaration of solvency dated 8 December 2011

Appendix 3 - Rule 4.49E: Members' request for further information (edited for application to a members' voluntary liquidation)

1 Members of the company with at least 5% of the total voting rights of all the members having the right to vote at general meetings of the company, or with the permission of the court upon an application, may make a request in writing to the liquidator for further information about remuneration or expenses set out this report

2 The periods in which the request or application should be made are
(a) 7 business days of receipt (by the last of them in the case of an application by more than one member) of the notice and account of his administration of the winding-up where it relates to the resignation of the liquidator under Rule 4 142, and
(b) 21 days of receipt (by the last of them in the case of an application by more than one member) of the report or draft report in any other case

3 The liquidator must, within 14 days of receipt of the request, either
(a) provide all of the information asked for, or
(b) so far as the liquidator considers that
(i) the time or cost of preparation of the information would be excessive, or
(ii) disclosure of the information would be prejudicial to the conduct of the liquidation or might reasonably be expected to lead to violence against any person, or
(iii) the liquidator is subject to an obligation of confidentiality in respect of the information, give reasons for not providing all of the information

4 Any member of the company, who need not be the same as the member(s) who asked for the information, may apply to the court within 21 days of the giving by the liquidator of reasons for not providing all of the information asked for, or the expiry of the 14 days from the date the information was requested, and the court may make such order as it thinks just

Appendix 4 - Rule 4.148C: Members' claim that a liquidator's remuneration is excessive (edited for application to a members' voluntary liquidation)

1. Members of the company with at least 10% of the total voting rights of all the members having the right to vote at general meetings of the company, or any member with the permission of the court, may apply to the court for one or more of the orders in paragraph 6 on the grounds that

   (a) the remuneration charged by the liquidator,
   (b) the basis fixed for the liquidator's remuneration under Rule 4 148A, or
   (c) expenses incurred by the liquidator,

   is or are, in all the circumstances, excessive or, in the case of an application under sub-paragraph (b), inappropriate

2 An application must be made no later than 8 weeks (or 4 weeks when the liquidator has resigned in accordance with Rule 4 142) after receipt by the applicant of the report or account which first reports the charging of the remuneration or the incurring of the expenses in question ('the relevant report') The court may extend these periods as it see fit

3 The court may, if it thinks that no sufficient cause is shown for a reduction, dismiss the application, but it must not do so unless the applicant has had the opportunity to attend the court for a hearing of which the applicant has been given at least 5 business days' notice but which is without notice to any other party

4 If the application is not dismissed under paragraph 3, the court must fix a venue for it to be heard and give notice to the applicant accordingly

5 The applicant must at least 14 days before the hearing send to the liquidator a notice stating the venue and accompanied by a copy of the application and of any evidence which the applicant intends to adduce in support of it

6. If the court considers the application to be well-founded, it must make one or more of the following orders

   (a) an order reducing the amount of remuneration which the liquidator was entitled to charge,
   (b) an order fixing the basis of remuneration at a reduced rate or amount,
   (c) an order changing the basis of remuneration,
   (d) an order that some or all of the remuneration or expenses in question be treated as not being expenses of the liquidation,
   (e) an order that the liquidator or the liquidator's personal representative pay to the company the amount of the excess of remuneration or expenses or such part of the excess as the court may specify,

   and may make any other order that it thinks just, but an order under sub-paragraph (b) or (c) may be made only in respect of periods after the period covered by the relevant report

7 Unless the court orders otherwise, the costs of the application must be paid by the applicant and are not payable as an expense of the liquidation