

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

03801456

Name of Company

(a) Insert full name of
company

(a) New Cellular Holdings Limited

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

~~1~~ We, (b) Elizabeth Bingham and Patrick Brazzill
1 More London Place, London, SE1 2AF

(c) Delete as applicable
(d) Insert date(e) 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 (c) ~~held on~~ [summoned for] (d)
29 April 2014 pursuant to Section 94 of the Insolvency Act 1986, for the purpose of having an
account (of which a copy is attached) (e) 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 (c)
~~[that the same was done accordingly]~~ [no quorum was present at the meeting]

(f) Insert venue of meeting

The meeting was held at (f) 1 More London Place, London, SE1 2AF

(d) Insert date

The winding up covers the period from (d) 26 June 2012 (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

Signed

Date

29/04/2014Presenter's name, address
and reference (if any)

Daniel Butcher
Ernst & Young LLP
1 More London Place
London
SE1 2AF

Ref ML7E/DB/TK/DH/RP/EAB/LO

TUESDAY



A04

06/05/2014

#74

COMPANIES HOUSE

TO MEMBERS

29 April 2014

Ref ML7E/DB/DH/EAB/

Direct line 020 7951 5814
Direct fax 020 7951 9234
Daniel Butcher

Email dhan1@uk.ey.com

Dear Sirs

**New Cellular Holdings Limited
(In Members' Voluntary Liquidation) ("the Company")**

Elizabeth Anne Bingham and I were appointed as Joint Liquidators of the Company on 26 June 2012. I write to advise you that we are now in a position to conclude the liquidation.

In accordance with Section 94 of the Insolvency Act 1986, a final meeting of members has been called for 29 April 2014. The purpose of the meeting is to receive our account of the winding up. I enclose formal notice of the meeting and proxy form.

This letter also constitutes our final progress report to members, which will be presented in the meeting.

We are required to provide certain information about the Company and the liquidators in accordance with the provisions of the Insolvency Rules 1986. The information can be found in Appendix A of this report. A copy of our receipts and payments account for the period from 26 June 2013 to 29 April 2014 is at Appendix B.

Progress during the period of the report

The Declaration of Solvency, made by the directors, showed an inter-company receivable balance of £1,000,000. This balance will be distributed in specie to the members prior to the final meeting.

The Joint Liquidators have received confirmation from HM Revenue & Customs that it has no claims against the Company and no objection to the liquidation being concluded.

Joint liquidators' remuneration

Our remuneration was fixed on a time cost basis by a resolution of the members passed on 26 June 2012. Details of the amount paid, name of the payor and the relationship between the payor and the Company, are available upon written request to me at the above address. Please note that remuneration paid also relates to the liquidation of several other British Telecommunications Plc group companies.

Members' rights to further information about, and challenge, remuneration and expenses

In certain circumstances, members are entitled to request further information about our remuneration or expenses, or to apply to court if members consider the costs to be excessive. Further information is provided in Appendix C.



Building a better
working world

Other matters

Once the final meeting has been held and our final return and account has been filed at Companies House, we will vacate office and receive our release. Approximately three months after the filing of the final return and account, the Company will be dissolved by the Registrar of Companies.

Yours faithfully
for New Cellular Holdings Limited

A handwritten signature in black ink, appearing to read 'P. Brazzill'.

Patrick Joseph Brazzill
Joint Liquidator

Elizabeth Anne Bingham and Patrick Joseph Brazzill are licensed in the United Kingdom to act as insolvency practitioners by The Insolvency Practitioners Association.

We may collect, use, transfer, store or otherwise process (collectively, "Process") information that can be linked to specific individuals ("Personal Data"). We may Process Personal Data in various jurisdictions in accordance with applicable law and professional regulations including (without limitation) the Data Protection Act 1998.

New Cellular Holdings Limited (In Members' Voluntary Liquidation)**Information about the company and the liquidators**

Registered office address of the company	1 More London Place, London, SE1 2AF
Registered number	03801456
Full names of the liquidators	Elizabeth Anne Bingham and Patrick Joseph Brazzill
Liquidators' address(es)	Ernst & Young LLP 1 More London Place London SE1 2AF
Date of appointment of the joint liquidators	26 June 2012
Details of any changes of liquidator	None

New Cellular Holdings Limited (In Members Voluntary Liquidation)

Joint liquidators' receipts and payments account for the period from 26 June 2013 to 29 April 2014

Declaration of Solvency Estimated to Realise Values £		In this Report Period £	Cumulative Total £
Receipts			
1,000,000	Intercompany balances	1,000,000	1,000,000
		<u>1,000,000</u>	<u>1,000,000</u>
Payments			
	Estimated value of distribution to members 'in specie'	(1,000,000)	(1,000,000)
		<u></u>	<u></u>
<u>1,000,000</u>	Balance	<u>Nil</u>	<u>Nil</u>

Members' rights to request further information about remuneration or expenses or to challenge a liquidator's remuneration – Rules 4.49E and 4.148C of the Insolvency Rules 1986, as amended

4 49E Creditors' and members' request for further information

(1) If—

(a) within the period mentioned in paragraph (2)—

(i) a secured creditor, or

(ii) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question), or

(iii) members of the company in a members' voluntary winding up 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

(b) with the permission of the court upon an application made within the period mentioned in paragraph (2)—

(i) any unsecured creditor, or

(ii) any member of the company in a members' voluntary winding up,

makes a request in writing to the liquidator for further information about remuneration or expenses set out in a progress report in accordance with Rule 4 49B(1)(e) or (f) (including by virtue of Rule 4 49C(5)) or in a draft report under Rule 4 49D, the liquidator must, within 14 days of receipt of the request, comply with paragraph (3) except to the extent that the request is in respect of matter in a draft report under Rule 4 49D or a progress report required by Rule 4 108 which (in either case) was previously included in a progress report not required by Rule 4 108

(2) The period referred to in paragraph (1)(a) and (b) is—

(a) 7 business days of receipt (by the last of them in the case of an application by more than one member) of the progress report where it is required by Rule 4 108, 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 complies with this paragraph by either—

(a) providing 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,

giving reasons for not providing all of the information

(4) Any creditor, and any member of the company in a members' voluntary winding up, who need not be the same as the creditors or members who asked for the information, may apply to the court within 21 days of—

(a) the giving by the liquidator of reasons for not providing all of the information asked for, or

(b) the expiry of the 14 days provided for in paragraph (1),

and the court may make such order as it thinks just

(5) Without prejudice to the generality of paragraph (4), the order of the court under that paragraph may extend the period of 8 weeks or, as the case may be, 4 weeks provided for in Rule 4 131(1B) or 4 148C(2) by such further period as the court thinks just

(6) This Rule does not apply where the liquidator is the official receiver

4.148C Members' claim that remuneration is excessive

- (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) Application must, subject to any order of the court under Rule 4 49E(5), 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")
- (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

Rules 4 49E and 4 148C are reproduced from the Insolvency (Amendment) Rules 2010 under the terms of Crown Copyright Guidance issued by HMSO