

## 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

05752347

Name of Company

Fair and Square Limited ✓

I / We

Stephen Roland Browne, PO Box 810, 66 Shoe Lane, London, EC4A 3WA

Christopher Richard Frederick Day, PO Box 810, 66 Shoe Lane, London, EC4A 3WA

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~~ 23 November 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

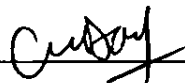
The meeting was held at Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ

The winding up covers the period from 23 February 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

No quorum was present at the meeting so the resolution proposed in the notice could not be considered or passed

Signed



Date

24 November 2016

Deloitte LLP  
PO Box 810  
66 Shoe Lane  
London  
EC4A 3WA

Ref BAR195L/IHD/RXP/MJS

COMPANIES HOUSE

FRIDAY



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25/11/2016

#195

**FAIR AND SQUARE LIMITED  
(IN MEMBERS' VOLUNTARY LIQUIDATION)  
("the Company")**

**REPORT TO BE LAID BEFORE THE FINAL GENERAL MEETING OF THE COMPANY  
CONVENED FOR 23 NOVEMBER 2016 PURSUANT TO SECTION 94 OF THE  
INSOLVENCY ACT 1986 (AS AMENDED) ("the Act")**

23 November 2016

Stephen Roland Browne and Christopher Richard Frederick Day ("the Liquidators") were appointed Joint Liquidators of Fair and Square Limited further to the written resolution of the member dated 23 February 2011. All licensed Insolvency Practitioners of Deloitte LLP ("Deloitte") are licensed in the UK to act as Insolvency Practitioners by the Institute of Chartered Accountants in England and Wales.

For the purpose of section 231 of the Act, the Liquidators confirm that they are authorised to carry out all functions, duties and powers by either of them jointly and severally.

This report has been prepared for the sole purpose of updating the member for information purposes. The report may not be relied upon, referred to, reproduced or quoted from, in whole or in part, by the member for any purpose other than updating them for information purposes, or by any other person for any purpose whatsoever.



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## **APPENDICES**

<b>1</b>	<b>Liquidators' Final Receipts and Payments account for the period to 23 November 2016</b>
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## 1 EXECUTIVE SUMMARY

Key Messages	Commentary
<b>Conduct of the liquidation</b>	<ul style="list-style-type: none"> <li>• The matters completed during the course of the liquidation have included mandatory liquidation tasks such as statutory advertising, filings and notifications of the liquidation, plus obtaining formal clearances/searches from HM Land Registry and The Pension Tracing Service</li> <li>• The Liquidators liaised directly with Barclays Tax with regard to all outstanding tax matters in respect of the Company. The Company's tax affairs have been settled and formal tax clearance for the closure of the liquidation has been received from HM Revenue &amp; Customs ("HMRC")</li> <li>• Throughout the course of the liquidation the Company received Payment Protection Insurance ("PPI") claims, which were dealt with by the internal team at Barclays. In order to close the liquidation, it was agreed that Barclays will process all current and future PPI related claims received in respect of the Company</li> </ul>
<b>Costs of the liquidation</b>	<ul style="list-style-type: none"> <li>• There were no funds in the estate. The Liquidators' fees and the costs of the liquidation have been met by a fellow group undertaking</li> <li>• The basis of our remuneration has been fixed by reference to time costs</li> <li>• Further details on our remuneration can be found on page 6</li> </ul>
<b>Outstanding matters</b>	<ul style="list-style-type: none"> <li>• There are no outstanding matters to be completed</li> </ul>
<b>Distributions to members</b>	<ul style="list-style-type: none"> <li>• A first and final distribution of the surplus assets was made to the member on 2 November 2016</li> <li>• Further details are provided at page 5</li> </ul>
<b>Future distributions and closure</b>	<ul style="list-style-type: none"> <li>• No further distributions are required as the surplus assets of the Company have already been distributed to the member</li> </ul>

## **2. SUMMARY AND ACCOUNT OF THE LIQUIDATION**

### **2.1 Summary of Work Done**

#### *Asset and Liabilities*

At the outset of the liquidation, on the basis of the information stated on the Declaration of Solvency, there was an amount of £45,161 due from FIRSTPLUS Financial Group PLC and there were no liabilities. No additional assets or liabilities have come to light during the course of the liquidation.

#### *Distributions*

A distribution of the surplus assets of the Company was made on 2 November 2016. Please refer to page 5 for further details.

#### *Statutory tasks*

During the liquidation we have carried out the following tasks, which primarily relate to fulfilment of statutory and compliance obligations and other tasks of an administrative nature:

- case set-up and management,
- statutory reporting,
- appointment notifications,
- correspondence,
- internal case reviews, and
- general liquidation administration and filing.

These tasks are a necessary part of the engagement but do not generate any direct financial benefit for the member.

#### *Corporation Tax*

The Liquidators liaised directly with Barclays Tax on all matters relating to the Company's tax affairs. There were three outstanding pre-liquidation tax returns in respect of the Company (i.e. for the year ended 31 December 2009 and the periods 1 January 2010 to 30 June 2010 and 1 July 2010 to 23 February 2011). These were submitted to HMRC by Barclays Tax and formal tax clearance for the closure of the liquidation was issued on 27 September 2011. Due to the time lapse since receiving formal tax clearance, this was requested again on 14 October 2016.

#### *VAT*

The Company was removed from the Barclays Bank PLC VAT group with effect from 23 February 2011 and VAT clearance was subsequently received from HMRC on 4 May 2011.

*PPI claims*

Throughout the course of the liquidation the Company received PPI claims, which were dealt with by the internal team at Barclays

In order to close the liquidation, and in accordance with standard practice at Barclays, it was agreed that Barclays will process all current and future PPI related claims received in respect of the Company

### **3. LIQUIDATORS' RECEIPTS AND PAYMENTS ACCOUNT**

- 3.1 A receipts and payments account is provided at Appendix 1, confirming there have been no transactions since our appointment

## **4. INFORMATION FOR THE MEMBER**

### **4.1 Distributions made**

A first and final distribution of the surplus assets of £45,161 was made to the sole shareholder of the Company, Barclays Bank PLC, on 2 November 2016. This was an 'in specie' distribution of the inter-company debtor balance in respect of their shareholding of 1,900,000 Ordinary £1 Shares (i.e. at the rate of £0.02376895 per Ordinary £1 Share).

### **4.2 Members' right to request further information**

Members of the Company with at least 5% in value of the total voting rights of all the members having the right to vote at general meetings of the Company, or, any member with permission of the Court, may, in writing, request us to provide additional information regarding remuneration or expenses to that already supplied within this report. Such requests must be made within 21 days of receipt of this report, in accordance with Rule 4.49E of the Rules.

### **4.3 Members' right to challenge Remuneration and/or Expenses**

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 permission of the Court, may apply to the Court for one or more orders (in accordance with Rule 4.148C of the Rules), reducing the amount or the basis of remuneration which we are entitled to charge or otherwise challenging some or all of the expenses incurred.

Please note that such challenges may not disturb remuneration or expenses approved or deemed to be approved under prior progress reports.



## **5. LIQUIDATORS' REMUNERATION AND DISBURSEMENTS**

### **5.1 Basis of Liquidators' Remuneration**

There were no funds in the estate. The Liquidators' fees and expenses were met by a fellow group undertaking, Barclays Bank PLC, and calculated by reference to the time properly given by the Liquidators and their staff in attending to matters arising in the liquidation, calculated at the prevailing standard hourly charge-out rates used by Deloitte at the time when the work was performed, plus VAT.

### **5.2 Liquidators' Disbursements**

Details of all disbursements are given below:

- statutory advertising costs of £373.68,
- HM Land Registry fees of £116, and
- the Liquidators' statutory insurance bond of £20.

These disbursements have been recovered in full by the Liquidators.

## APPENDIX 1

**FAIR AND SQUARE LIMITED**  
**(IN MEMBERS' VOLUNTARY LIQUIDATION)**

**LIQUIDATORS' FINAL RECEIPTS AND PAYMENTS ACCOUNT AS AT 23 NOVEMBER 2016**

£	Declaration of Solvency values	23 Feb 11 to 23 Nov 16	Declaration of Solvency values	23 Feb 11 to 23 Nov 16
<b>Receipts</b>		<b>Payments</b>		
Amount due to FIRSTPLUS Financial Group PLC	45 161			
<b>Total receipts</b>	<u>45 161</u>	<b>- Total payments</b>		<u>-</u>
		<b>Balance</b>		<u>-</u>

**General Notes**

The Receipts and Payments account must be read in conjunction with the attached notes and report

**NOTES TO THE RECEIPTS AND PAYMENTS ACCOUNT**

- 1 The surplus assets of £45,161 were distributed 'in specie' to Barclays Bank PLC on 2 November 2016 (i.e. at the rate of £0.02376895 per Ordinary £1 Share)

*CRF DAY*