

Section 94

Form 4.71

**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

05949792

Name of Company

Global Infrastructure Management UK Limited

I/We Jeremy Simon Spratt
PO Box 695
8 Salisbury Square
London
EC4Y 8BB

John David Thomas Milsom
KPMG LLP, 8 Salisbury Square
London
EC4Y 8BB

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 14 May 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 8 Salisbury Square, London, EC4Y 8BB~~

The winding up covers the period from 21 December 2011 (opening of winding up) to 14 May 2013 (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 and the chairman noted that the liquidators would accordingly vacate their office and have their release, pursuant to 173(2)(d) of the Insolvency Act 1986, immediately after sending a copy of the final account to the Registrar of Companies

Signed



Date 14 May 2013

KPMG LLP
PO Box 695
8 Salisbury Square
London
EC4Y 8BB

Ref GBC28C2723/JXE/MS

TUESDAY



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21/05/2013

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COMPANIES HOUSE

Global Infrastructure Management UK Limited (in members' voluntary liquidation) ("the Company")

Liquidators' final progress report for the period from 21 December 2011 to 14 May 2013 presented at the final meeting of members held on 14 May 2013

Name	Global Infrastructure Management UK Limited
Trading name / Former names	None
Company number	05949792
Previous registered office	Pellipar House, 1st Floor, 9 Cloak Lane, London, EC4A 2RU
Present registered office	KPMG LLP, 8 Salisbury Square, London EC4Y 8BB
Joint liquidators	Jeremy Simon Spratt and John David Thomas Milsom
Joint liquidators' address	KPMG LLP, 8 Salisbury Square, London EC4Y 8BB
Date of appointment	21 December 2011
Appointed by	Members

*Global Infrastructure Management UK Limited (in members' voluntary liquidation)
Liquidators' final progress report for the period from 21 December 2011 to 14
May 2013 presented at the final meeting of members held on 14 May 2013*

Receipts and payments

Declaration of
solvency

£	ASSET REALISATIONS	£	£
19,930,309 00	Intercompany debt	<u>NIL</u>	
	LIABILITIES		
(375,316)	Tax payable		
(8,130,140)	Intercompany liabilities		
(7,000 00)	Estimated cost of liquidation		
(30,318 00)	Accrued expenses		
	DISTRIBUTIONS		
	Ordinary shareholders	<u>NIL</u>	<u>NIL</u>
<u>11,387,535</u>			<u><u>NIL</u></u>

The declaration of solvency, sworn by the directors prior to the commencement of the liquidation detailed the Company's financial position in Sterling as at 30 November 2011

On 15 December 2011, an intercompany liability of US\$13,030,093 57 (£8,130,140) due to Global Infrastructure Management LLP was settled by the assignment of part of the intercompany debt due to the Company by Global Infrastructure Management LLC and the intercompany balance due by Global Infrastructure Management LLC was adjusted accordingly

At the date of liquidation, the intercompany debts due to the Company were as follows.

- A debt of US\$17,306,744 06 due from Global Infrastructure Management LLC
- A debt of US\$1,605,268 82 due from GIM UK Holdings LLC

The debts have been distributed in specie by assignment and by set off, to GIM UK Holdings LLC, the sole shareholder of the Company ("see Distributions" below)

Creditors

All known creditors were settled prior to the appointment of liquidators and the Company had no known creditors at the date of liquidation. Notices to creditors to prove their claims in the liquidation were advertised in The London Gazette and The Times newspapers on 28 December 2011. No creditors were forthcoming as a result of these advertisements.

Tax

All pre-liquidation corporation tax matters were handled by KPMG Tax who prepared and submitted all outstanding returns up to the date of the commencement of the liquidation to HM Revenue & Customs ("HMRC"). At the request of the joint liquidators, HMRC subsequently confirmed that the Company had no outstanding corporation tax returns or liabilities, that it would not raise enquiries into any pre or post liquidation periods and that it had no objection to the liquidators calling a final meeting of members to conclude the liquidation

A similar assurance was sought and received from HMRC in respect of PAYE and VAT matters

At the date of liquidation, the Company was due a corporation tax refund of £31,528 66 in respect of the accounting period 1 January 2010 to 31 December 2010 and a further repayment of £591,314 44 in respect of the accounting period 1 January 2011 to 30 April 2011. At the request of the joint liquidators, both refunds together with a VAT refund of £600, were paid directly to Global Infrastructure Management LLP during the course of the liquidation. This created a receivable of £623,443 10 due from Global Infrastructure Management LLP which has been distributed by assignment to GIM UK Holdings LLC ("see Distributions" below)

Post liquidation, VAT on liquidation fees in the sum of £6,546 54 was reclaimed by the joint liquidators

Distributions

On 8 April 2013 the joint liquidators declared a first and final distribution of the assets of the Company to GIM UK Holdings LLC as the sole shareholder of the Company. The distribution was at the rate of US\$ 360 8061065 per £1 ordinary share and £11 894137286 per £1 ordinary share and was effected by

- assignment of the debt of US\$17,306,744.06 due from Global Infrastructure Management LLC
- set off of the debt of US\$1,605,268 82 due from GIM UK Holdings LLC
- assignment of the debt of £623,443 10 due from Global Infrastructure Management LLP

Joint liquidators' remuneration and expenses

A written resolution was passed on 21 December 2011 that the remuneration of the joint liquidators be fixed at their normal charging rates according to the time properly spent by them and members of their staff in attending to matters arising in the winding up of the Company

In the event, the liquidators' remuneration has been paid by GIM UK Holdings LLC and accordingly no detailed analysis is included in this report



JS Spratt

Joint Liquidator

14 May 2013