

## Section 94

The Insolvency Act 1986  
**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**

For official use

--	--	--

Company Number

02903288

Name of Company

(a) Insert full name of company

(a) **W-L Spain**

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

~~L~~ We, (b) Russell Payne and Elizabeth Anne Bingham  
 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) summoned for  
 (d) 28 March 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 no quorum was present at the meeting

Signed

*DPayne*

Date 1 April 2014

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

Stanley Bijura  
 Ernst & Young LLP  
 1 More London Place, London, SE1 2AF

Ref ML 7E/SB/MS/NG/RP

For Official Use

Section	Post Room
---------	-----------

MONDAY



\*A35BAEEG\*

A23

07/04/2014

#14

COMPANIES HOUSE

TO MEMBERS

28 March 2014

Ref ML7E/IV/DH/RP

Direct line 0207 951 7541  
– Ishak Valimohamed

Email dhan11@uk.ey.com

Dear Sirs

**W-L (Spain) (In Members' Voluntary Liquidation) ("the Company")**

As you are aware, E A Bingham and I were appointed as Joint Liquidators of the Company on 21 December 2011

I write to advise you that we are now in a position to conclude the liquidation of the Company and accordingly, to provide you with my final report on the conduct of the liquidation of the Company. All matters with regards to the liquidation have been concluded, and in accordance with Section 94 of the Insolvency Act 1986, a final meeting of members was held on 28 March 2014.

The purpose of this meeting was to receive an account of the Joint Liquidators' act and dealings of the liquidation as set out in the final report below. I can confirm that the following report was available at the final meeting.

We are required to provide certain information about the Company 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 21 December 2011 to 28 March 2014 is at Appendix B.

**Progress during the period of the report**

At the date of liquidation, the Company had no assets other than an intercompany receivable due from Pfizer Limited, of minimal value. In view of the minimal value of the intercompany debt, the Liquidators have agreed with the shareholders that it would not be cost effective to distribute this asset.

An advert was placed in the London Gazette requesting creditors of the Company to prove their claims by 27 January 2012, in accordance with Rule 4.182A of the Insolvency Rules 1986. No such claims were received.

The final pre-liquidation corporation tax return for the Company has been submitted to HM Revenue & Customs ("HMRC") together with all outstanding tax returns for prior periods.

It is customary in a liquidation to seek confirmation from the relevant Crown authorities that they have no claim in respect of corporation tax, VAT, PAYE and National Insurance Contributions. HM Revenue & Customs have confirmed that they have no claims in this respect and therefore no objection to my concluding the liquidation.



Building a better  
working world

### **Joint liquidators' remuneration**

Our remuneration was fixed on a time cost basis by a resolution of the members passed on 21 December 2011. Details of amounts paid, name of the payor and the relationship between the payor and the Company, are available upon written request to me at Ernst & Young LLP, 1 More London Place, London, SE1 2AF. Please note that remuneration paid also relate to the liquidation of several other Pfizer 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. If members wish to obtain this information, please contact us. Further information is provided in Appendix C.

### **Other matters**

Should you wish to discuss any matters arising from this report, please do not hesitate to contact Ishak Valimohamed on the direct line telephone number shown above.

Yours faithfully  
for the Company

A handwritten signature in black ink, appearing to read 'R Payne'.

R Payne  
Joint Liquidator

Elizabeth Anne Bingham and Russell Payne 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.

**W-L (Spain) (In Members' Voluntary Liquidation) ("the Company")****Information about the Company and the liquidators**

Registered office address of the Company	1 More London Place, London, SE1 2AF
Registered number	02903288
Full names of the liquidators	Elizabeth Anne Bingham and Russell Payne
Liquidators' address(es)	Ernst & Young LLP 1 More London Place London SE1 2AF
Date of appointment of the joint liquidators	21 December 2011
Details of any changes of liquidator	None

**W-L (Spain) (In Members' Voluntary Liquidation)**

**Joint liquidators' receipts and payments account for the period from 21 December 2011 to 28 March 2014**

Declaration of Solvency Estimated to Realise Values £		21/12/2011 to 28/03/2014 £
	<b>Receipts</b>	
1	Intercompany receivable	0
	<b>Payments</b>	
	-	0
1	Balance at bank at 28 March 2014	0

**Notes**

- 1 Receipts and payments are stated net of VAT
- 2 The joint liquidators' remuneration and disbursements have been met by another group company
- 3 In view of the minimal value of the intercompany debt, the Liquidators have agreed with the shareholders that it would not be cost effective to distribute this asset

**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

**W-L (Spain) (In Members' Voluntary Liquidation) ("the Company")**

**Joint liquidators' time costs for the period from 21 December 2011 to 28 March 2014.**

***Liquidators' charging policy for remuneration***

The members have determined that the liquidators' remuneration should be fixed on the basis of time properly spent by the liquidators and their staff in attending to matters arising in the liquidation, and should be borne by Pfizer Inc

The liquidators have engaged a manager and other staff to work on the cases. The work required is delegated to the most appropriate level of staff taking account of the nature of the work and the individual's experience. Additional assistance is provided by accounting and treasury executives dealing with the Company's bank accounts and statutory compliance diaries. Work carried out by all staff is subject to the overall supervision of the liquidators.

All time spent by staff working directly on case-related matters is charged to a time code established for Pfizer Inc.