

**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

05976066

Name of Company

Tesco Grey (Nominee 1) Limited

I/We John David Thomas Milsom
PO Box 695
8 Salisbury Square
London
EC4Y 8BB

Allan Watson Graham
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 21 February 2014 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 11 November 2013 (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 and the chairman noted the liquidators would accordingly vacate their office and have their release, pursuant to section 173(2)(d) of the Insolvency Act 1986, immediately after sending a copy of the final account to the Registrar of Companies

Signed

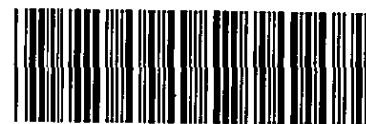


Date 21 February 2014

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

Ref BC215B0128/PJL/RJH

WEDNESDAY



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26/02/2014

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COMPANIES HOUSE

Tesco Grey (Nominee 1) Limited (in members' voluntary liquidation) ("the Company")

Liquidators' final progress report for the period from 11 November 2013 to 21 February 2014 presented at the final meeting of members held on 21 February 2014

Name	Tesco Grey (Nominee 1) Limited
Trading name / Former names	None
Company number	05976066
Previous registered office	Tesco House, Delamare Road, Cheshunt, Hertfordshire, EN8 9SL
Present registered office	KPMG LLP, 8 Salisbury Square, London EC4Y 8BB
Joint liquidators	John David Thomas Milsom and Allan Watson Graham
Joint liquidators' address	KPMG LLP, 8 Salisbury Square, London EC4Y 8BB
Date of appointment	11 November 2013
Appointed by	Members

Receipts and payments

Declaration of solvency			
£		£	£
	ASSET REALISATIONS		
1	Intercompany debtor	<u>Nil</u>	
			<u>Nil</u>
	LIABILITIES		
		<u>Nil</u>	
	DISTRIBUTIONS		
	Ordinary shareholders	<u>Nil</u>	
			<u>Nil</u>
<u>1*</u>			<u>Nil</u>

* See "Distributions" below

Assets/Liabilities

The declaration of solvency, sworn by the directors prior to the commencement of the liquidation, showed an intercompany debt of £1 due from Tesco Grey (Nominee HoldCo) Limited, the Company's sole shareholder. The debt has been distributed by set off (see "Distributions" below)

A search of the Index of Proprietor's Names at HM Land Registry proved positive. The titles have subsequently been transferred to another group Company.

Creditors

A notice to creditors to prove their claims in the liquidation was advertised in The London Gazette on 20 November 2013. No creditors were forthcoming as a result of this advertisement.

Tax/VAT/PAYE

The Company's tax advisors advised that the Company had dormant tax status. Following their appointment, the joint liquidators sought and received confirmation from HM Revenue & Customs ("HMRC") 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 convening a final meeting of members to conclude the liquidation.

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

*Tesco Grey (Nominee 1) Limited (in members' voluntary liquidation)
Liquidators' final progress report for the period from 11 November 2013 to 21
February 2014 presented at the final meeting of members held on 21 February 2014*

Distributions

On 20 February 2014 the joint liquidators declared a first and final distribution of the assets of the Company to Tesco Grey (Nominee HoldCo) Limited, as the sole shareholder of the Company

The distribution was at the rate of £1 per £1 ordinary share and was effected by set off against the debt of £1 due to the Company by Tesco Grey (Nominee HoldCo) Limited

Joint liquidators' remuneration and expenses

A written resolution was passed on 11 November 2013 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

The liquidators' remuneration will be paid by another group company and accordingly no detailed analysis is included in this report

Signed



John David Thomas Milsom
Joint Liquidator

Dated 21 February 2014

John David Thomas Milsom and Allan Watson Graham are authorised to act as Insolvency Practitioners by the ICAEW