

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

00851218

Name of Company

(a) Insert full name
of company

Civica FCS Limited

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

We Laura Waters and Karen Dukes
Of PricewaterhouseCoopers LLP
7 More London Riverside, London SE1 2RT

(c) Delete as
applicable

(d) Insert date

(e) The copy
account must be
authenticated by
the writtensignature(s) of the
liquidator(s)(f) Insert venue of
meeting

Give notice that a general meeting of the company was duly summoned for 29
December 2015 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 no quorum was present at
the meeting

The meeting was held at 7 More London Riverside, London, SE1 2RT

The winding up covers the period from 1 June 2015 (opening of winding up) to
29 December 2015 (close of winding up)The outcome of any meeting (including any resolutions passed at the meeting)
was as follows

No quorum was present

Signed



Date 29-12-2015

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

Emma Brady
PricewaterhouseCoopers LLP
7 More London Riverside
London
SE1 2RT

MONDAY



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COMPANIES HOUSE

CIVICA FCS LIMITED – IN MEMBERS’ VOLUNTARY LIQUIDATION (“THE COMPANY”)

**FINAL REPORT TO MEMBERS AS REQUIRED BY S94 OF THE INSOLVENCY ACT 1986
PREPARED FOR THE FINAL MEETING OF MEMBERS ON 29 DECEMBER 2015**

INTRODUCTION

The Company was placed into members’ voluntary liquidation on 1 June 2015, with Laura Waters and Karen Dukes being appointed joint liquidators (“the liquidators”).

We are required to report on the conduct and outcome of the liquidation. This report is for the period 1 June 2015 to 29 December 2015 and also serves as a progress report.

We are also required to give you certain information about the Company and the liquidators. This information is attached at appendix A.

We attach at appendix B a summary of our receipts and payments.

REPORT ON THE LIQUIDATION

Realisation of assets:

The directors’ Declaration of Solvency showed that the Company’s assets were as follows:

	£
Inter group debtor	NIL
Total	<u>NIL</u>

On 18 November 2015, the Company received the following in specie distributions:

- £100 from Civica Licensing Limited, due from the Company
- £100 from Management Software Limited, due from the Company
- £100 from Pick People Limited, due from the Company

Prior to the final meeting, a distribution in specie of the inter group debt of £300 was made to the sole shareholder.

No additional assets have been identified. There are no assets still to be realised.

Settlement of liabilities:

This section covers all liabilities except any claims from HM Revenue & Customs (“HMRC”) which are dealt with separately below under the heading titled HMRC.

The directors’ Declaration of Solvency and the Company’s records showed that the Company had no liabilities.

After our appointment, we published a notice in the London Gazette inviting any unknown creditors to send in their claims by the last date of proving, 13 July 2015. No claims were received against the Company.

There are no remaining claims to be agreed or settled.

HMRC:

The directors’ Declaration of Solvency and the Company’s records showed that the Company had no tax liabilities.

After our appointment, we wrote to HMRC to inform them of our appointment and to request details of any outstanding liabilities.

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All matters have now been cleared and HMRC confirmed there are no outstanding liabilities and they have no objections to the closure of the liquidation under their letter dated 16 April 2015.

Distributions to the sole shareholder:

At the time of our appointment, the issued share capital of the Company was

- 1 Ordinary share of £1

During the liquidation, we made the following distribution to the sole shareholder

- On 18 November 2015, we made a distribution in specie of £300 (representing £300 per share) to the Ordinary shareholder

The distribution in specie comprised an inter-group debt. The value we attributed to the in specie distribution was based on the value at which the asset was held in the Company’s books

OUR FEES AND EXPENSES

Basis of fees:

At the time of our appointment the sole member resolved that we be paid by reference to the time properly given by us and our staff in dealing with the liquidation

Funding of the liquidation:

Although fees have been paid to us on the basis specified above, our fees and expenses have not been paid out of the liquidation estate. Instead, Civica UK Limited has met our fees and expenses for the Company and 40 connected companies in liquidation

Fees charged / expenses incurred:

The amounts shown below relate to the Company and the 40 connected companies in liquidation referred to above

The time costs incurred to 8 November 2015, being the latest practicable date, are £235,716. This represents 710.38 hours at an average hourly rate of £331.82. Additional time costs after 8 November 2015 will be incurred in relation to progressing the final distributions to shareholders, preparing and issuing the final reports and convening the final meetings for all 41 entities.

Fees totalling £190,430 have been billed to date for both pre and post liquidation and final fees of £41,000 will be invoiced on closure. In addition to liquidation fees, we have billed £90,000 for associated tax services and £15,171 for pension advice.

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We have incurred expenses of £6,420 08 plus VAT. These costs have been re-charged as incurred and consist of

	£
Statutory advertising	3,863.08
Public Notary	540 00
Statutory bonding	100 00
HM Land Registry	1,463 00
Company searches	454 00
Total	<u>6,420.08</u>

Members’ rights re our fees and expenses:

Members can request further information about our fees and expenses within 21 days of receipt of this report.

In certain circumstances, members can claim by way of court application that the liquidators’ fees and expenses are excessive. Such applications need to be made within 8 weeks of receipt of this report.

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Appendix A

INFORMATION ON THE COMPANY AND THE LIQUIDATORS

<i>Company details:</i>	
Company name:	Civica FCS Limited
Company number:	00851218
Registered office:	2 Burston Road, Putney, London, SW15 6AR
<i>Liquidators' details:</i>	
Liquidators' names:	Laura Waters and Karen Dukes ("The Liquidators")
Liquidators' address:	c/o PricewaterhouseCoopers, 7 More London Riverside, London, SE1 2RT
Date of appointment:	1 June 2015
Nature of appointment:	Members' Voluntary Liquidation

Laura Waters and Karen Dukes have been appointed as joint liquidators. Both are licensed in the United Kingdom to act as insolvency practitioners by the Institute of Chartered Accountants in England and Wales.

The joint liquidators are Data Controllers of personal data as defined by the Data Protection Act 1998. PricewaterhouseCoopers LLP will act as Data Processor on their instructions. Personal data will be kept secure and processed only for matters relating to the liquidation.

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Appendix B

**SUMMARY OF RECEIPTS AND PAYMENTS IN THE LIQUIDATION DURING THE PERIOD
FROM 1 JUNE 2015 TO 29 DECEMBER 2015**

	£
RECEIPTS	
Inter-group balances	300
	<u>300</u>
	£
PAYMENTS	
Distribution to member (Civica Computer Solutions Limited)	(300)
	<u>NIL</u>