

**RITA MEININGHAUS CONSULTANCY CC (IN LIQUIDATION)
("THE CLOSE CORPORATION")
MASTER'S REFERENCE NO G 703/06**

REPORT OF THE JOINT LIQUIDATORS, KAREN KEEVY, JOHANNES FREDERICK KLOPPER & MARIA ELIZABETH APPEL C/O COMMONWEALTH TRUST (PTY) LIMITED, 5TH FLOOR, INNER COURT, 74 KERK STREET, JOHANNESBURG IN TERMS OF SECTION 79 OF THE CLOSE CORPORATIONS ACT NO 69 OF 1984 (AS AMENDED) ("THE ACT") TO BE SUBMITTED AT THE GENERAL (SECOND) MEETING OF CREDITORS AND MEMBERS TO BE HELD BEFORE THE MASTER OF THE HIGH COURT, JOHANNESBURG ON TUESDAY, 09 JANUARY 2007 AT 10H00.

INTRODUCTION

The close corporation was placed in liquidation in terms of a Special Resolution registered with the Registrar of Close Corporations on 20 July 2006.

We were appointed Joint Liquidators by the Master of the High Court (Witwatersrand Local Division) in terms of a Certificate of Appointment dated 08 December 2006.

One claim in the sum of R 1 506 197.70 was proved at the First Meeting of Creditors and Members which was held before the Master of the High Court, Johannesburg on 03 October 2006.

The close corporation had its principal place of business at 48 Booysens Road, Selby, Johannesburg and carried on business as a Consultancy Company.

REPORT

We report more fully in terms of Section 79 of the Act as follows:

SECTION 79 (a): ASSETS AND LIABILITIES

According to information at our disposal, the close corporation was registered on 13 September 1999 under Registration No CK99/54086/23. The member of the close corporation is Rita Meininghaus.

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ASSETS AND LIABILITIES

Based on information currently available, the financial position of the close corporation as at the date of its winding-up appears to have been as follows:

ASSETS		NOTES
Immovable Property		
<i>Erf 56684 Cape Town Central</i> (valuation)	1.	R 1, 800 000.00
Movable Property		Nil
Apparent Deficiency		R 2, 176 109.58
TOTAL ASSETS		R 1, 800 000.00
LIABILITIES		
<u>Secured Creditors</u>		
<i>First Rand Bank Ltd</i>		
(registration of first and second mortgage bonds over the immovable property)		R 1, 505 197.70
<u>Preferent Creditors</u>		
SARS		R 2, 437 111.88
Contributions due to statutory Government departments		Unknown
<u>Concurrent Creditors</u>		
		R 32 800.00
TOTAL LIABILITIES		R 3, 976 109.58
NOTES		

1:- At this stage it would appear that all available funds from the proceeds of the sale of the immovable property will accrue for the benefit of the secured creditor only.

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SECTION 79 (b): CAUSES OF THE CLOSE CORPORATION'S FAILURE

In the absence of any information concerning the financial affairs of the close corporation, we are unable to comment as to the causes of its failure.

SECTION 79 (c)

The report as contemplated in terms of Section 400 (2) of the Companies Act No 61 of 1973 (as amended), read together with Section 79 (c) of the Act will in due course be submitted to the Master of the High Court if considered necessary.

SECTION 79 (d)

Our investigations as to whether the members are liable on the grounds of breach of trust or negligence to make repayments in terms of Section 70 (2) or (3) and/or Section 71 (1) or (2) and/or Section 73 of the Act to either a creditor of the close corporation or the close corporation itself are continuing. In the event that these investigations cause us to believe that the members are liable to the close corporation for repayment of any amounts, we shall submit our findings in this regard directly to the Master of the High Court.

SECTION 79 (e)

As far as we are aware, no legal proceedings were pending against the close corporation at the date of the commencement of the winding-up, save and except for actions instituted for the recovery of monies due, all of which were suspended by the institution of liquidation proceedings for the winding-up of the close corporation.

SECTION 79 (f)

The outcome of our investigations referred to above will determine whether any further enquiry relating to the formation or failure of the close corporation or the conduct of its business is necessary. In the event that an enquiry is considered necessary, a meeting for the holding of such an enquiry will be convened.

SECTION 79 (g): BOOKS

We have to date received no books or records of any nature whatsoever and are thus unable to comment as to whether the books and records have been properly kept in compliance with the requirements of Section 56 of the Act.

SECTION 79 (h): PROGRESS AND PROSPECTS OF THE WINDING-UP

Unless unencumbered assets are located and realised, the proceeds of which will provide for sufficient funds to settle the costs of liquidation and administration in full, creditors submitting claims to proof are likely to be called upon to have to contribute towards such costs.

SECTION 79 (i): OTHER MATTERS

There are no further matters in which we require the directions of creditors, save those more conveniently dealt with in the Resolutions annexed hereto, which creditors will be asked to vote upon at this meeting.

DATED AT JOHANNESBURG ON THIS _____ DAY OF JANUARY 2007

K KEEVY
JOINT LIQUIDATOR

M E APPEL
JOINT LIQUIDATOR

J F KLOPPER
JOINT LIQUIDATOR

RITA MEININGHAUS CONSULTANCY CC (IN LIQUIDATION)
MASTER'S REFERENCE NUMBER: G703/06

RESOLVED: THAT the report of the Liquidators be and is hereby ratified, adopted and confirmed.

- RESOLVED:**
1. **THAT the report of the Liquidators be and is hereby ratified, adopted and confirmed.**
 2. **THAT the actions of the Liquidators to the date hereof be and are confirmed.**
 3. **THAT the actions taken by Liquidators in utilising services of a representative for the purpose of tracing assets, taking stock and taking possession of assets be and is hereby confirmed, his fee to be paid by the Estate.**
 4. **THAT the actions of the Liquidators in engaging the services of an Accountant for the purpose of investigating the affairs of the Corporation and to complete Income Tax and other Government returns be and is hereby confirmed and his fees to be paid out of the Estate.**
 5. **THAT the Liquidators are hereby authorised to engage the services of Attorneys and/or Counsel and/or shorthand writers for the purposes of:**
 - (a) **taking any legal opinion that may be considered necessary in the interest of the Estate;**

- (b) instituting or defending any action in respect of any matters affecting the estate in any Court of Law;
 - (c) conducting any enquiry in the estate; all costs so incurred be treated as administration charges against the Estate. The costs so incurred need not be taxed, but may be approved or agreed upon by the Liquidator.
6. THAT the Liquidators are hereby authorised to obtain, in their sole discretion, legal advice and that all costs be treated as administration charges against the estate.
 7. THAT the Liquidators are hereby authorised to settle all actions or claims against or in favour of the Estate in their sole discretion without the necessity of asking creditors specifically for confirmation hereof.
 8. That the Liquidators are hereby instructed and authorized to utilize the services of Venditor Auctioneers as auctioneers, to dispose of the property by way of public auction or private treaty.
 9. THAT the Liquidators be and are hereby authorised to hand over book debts of the Estate for collection by an Attorney, his fees and disbursements to be paid by the Estate and that the costs will coincide with the costs of the respective Court of Law.
 10. THAT the Liquidators be and are hereby authorised to compromise any claim by or against the Estate in terms of Section 78(3) of the Insolvency Act, as amended, after such claims has been duly tendered for proof at a meeting of creditors, without the necessity of asking creditors specifically for confirmation thereof.

11. THAT the Liquidators be and are hereby authorised to dispose of any movable assets by public auction, tender or private treaty on such conditions and after such advertisement as they in their sole discretion deem fit.
12. THAT the Liquidators be and are hereby authorised to dispose of any property by public auction, tender or private treaty on such terms and conditions as they in their sole discretion deem fit. Further, that the Liquidators be authorised in their sole discretion to dispose of the immovable property of the said Mortgagee for an amount to be agreed upon in full settlement of the said Mortgagee's secured claim against the estate.
13. THAT should costs incur for the use of a tape recorder where the State does not supply the service free of charge, the costs thereof and the costs for obtaining copies of the Court records will be treated as administrative charges against the Estate.
14. THAT the Liquidators are hereby authorised to appoint a tracing agent should it be necessary to trace debtors where they might find it necessary to make use of the service of a tracing agent, and that his fees be paid out of the Estate.
15. THAT the Liquidators be and are hereby authorised to sell or abandon any book debts that they in their sole discretion consider to be bad or irrecoverable or that they consider do not warrant the expenses of legal proceedings.
16. THAT the Liquidators be and are hereby authorised to dispose of any of the secured assets in the Estate to the secured creditors on such terms

and condition as they may in their sole discretion decide, in order to settle their claims.

17. THAT increased Insurance premiums be paid by the Estate.
18. THAT should the increased insurance premiums not be allowed by the Master, the increased premiums be deducted, pro-rata from the creditors' dividends.
19. THAT the further administration of the Estate be left in the hands of the Liquidators.

PRESIDING OFFICER

qq CREDITORS

RITA MEININGHAUS CONSULTANCY CC (IN LIQUIDATION)
MASTER'S REFERENCE NUMBER: G703/06

RESOLUTIONS SUBMITTED AT THE GENERAL MEETING OF CREDITORS
AND MEMBERS TO BE HELD BEFORE THE MASTER OF THE HIGH
COURT OF JUDICATURE IN JOHANNESBURG ON TUESDAY 09TH January 2007 AT 10H00

RESOLVED:

1. THAT the report of the Liquidators be and is hereby ratified, adopted and confirmed.
2. THAT the actions of the Liquidators to the date hereof be and are confirmed.
3. THAT the actions taken by Liquidators in utilising services of a representative for the purpose of tracing assets, taking stock and taking possession of assets be and is hereby confirmed, his fee to be paid by the Estate.
4. THAT the actions of the Liquidators in engaging the services of an Accountant for the purpose of investigating the affairs of the Corporation and to complete Income Tax and other Government returns be and is hereby confirmed and his fees to be paid out of the Estate.
5. THAT the Liquidators are hereby authorised to engage the services of Attorneys and/or Counsel and/or shorthand writers for the purposes of:
 - (a) taking any legal opinion that may be considered necessary in the interest of the Estate;

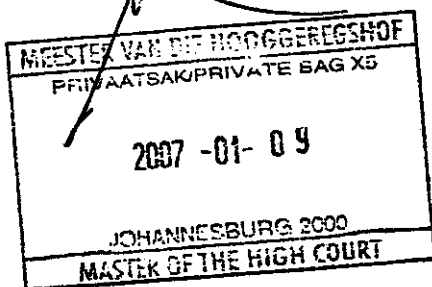
- (b) instituting or defending any action in respect of any matters affecting the estate in any Court of Law;
 - (c) conducting any enquiry in the estate; all costs so incurred be treated as administration charges against the Estate, The costs so incurred need not be taxed, but may be approved or agreed upon by the Liquidator.
6. THAT the Liquidators are hereby authorised to obtain, in their sole discretion, legal advice and that all costs be treated as administration charges against the estate.
7. THAT the Liquidators are hereby authorised to settle all actions or claims against or in favour of the Estate in their sole discretion without the necessity of asking creditors specifically for confirmation hereof.
8. That the Liquidators are hereby instructed and authorized to utilize the services of Venditor Auctioneers as auctioneers, to dispose of the property by way of public auction or private treaty.
9. THAT the Liquidators be and are hereby authorised to hand over book debts of the Estate for collection by an Attorney, his fees and disbursements to be paid by the Estate and that the costs will coincide with the costs of the respective Court of Law.
10. THAT the Liquidators be and are hereby authorised to compromise any claim by or against the Estate in terms of Section 78(3) of the insolvency Act, as amended, after such claims has been duly tendered for proof at a meeting of creditors, without the necessity of asking creditors specifically for confirmation thereof.
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 13. THAT should costs incur for the use of a tape recorder where the State does not supply the service free of charge, the costs thereof and the costs for obtaining copies of the Court records will be treated as administrative charges against the Estate.
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 15. THAT the Liquidators be and are hereby authorised to sell or abandon any book debts that they in their sole discretion consider to be bad or irrecoverable or that they consider do not warrant the expenses of legal proceedings.
 16. THAT the Liquidators be and are hereby authorised to dispose of any of the secured assets in the Estate to the secured creditors on such terms
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and condition as they may in their sole discretion decide, in order to settle their claims.

17. THAT increased Insurance premiums be paid by the Estate.
18. THAT should the increased insurance premiums not be allowed by the Master, the increased premiums be deducted, pro-rata from the creditors' dividends.
19. THAT the further administration of the Estate be left in the hands of the Liquidators.

PRESIDING OFFICER



qq CREDITORS

A large, stylized handwritten signature in black ink, consisting of several loops and a long vertical stroke.