

In accordance with
Rule 6.28 of the
Insolvency (England &
Wales) Rules 2016 and
Section 106(3) of the
Insolvency Act 1986.

LIQ14

Notice of final account prior to dissolution in CVL



Companies House

WEDNESDAY



A18 *A8H6BQOH* 30/10/2019 #99
COMPANIES HOUSE

1 Company details

Company number 0 3 7 0 9 3 0

Company name in full ABS 2018 Limited Formerly Abbotsholme School

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Adam Henry

Surname Stephens

3 Liquidator's address

Building name/number 25 Moorgate

Street London

Post town EC2R 6AY

County/Region

Postcode

Country

4 Liquidator's name ①

Full forename(s) Andrew Stephen

Surname McGill

① Other liquidator

Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number 3rd Floor

Street 9 Colmore Row

Post town Birmingham

County/Region

Postcode B 3 2 B J

Country

② Other liquidator

Use this section to tell us about
another liquidator.

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6

Liquidator's release

☐ Tick if one or more creditors objected to liquidator's release.

:

7

Final account

☒ I attach a copy of the final account.

8

Sign and date

Liquidator's signature

Signature

X

K. Stephen

X

Signature date

^d
2

^d
9

^m
1

^m
0

^y
2

^y
0

^y
1

^y
9

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Christopher Allen

Company name Smith & Williamson LLP

Address 3rd Floor

9 Colmore Row

Post town Birmingham

County/Region

Postcode

B

3

2

B

J

Country

DX

Telephone 0121 710 5200



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have attached the required documents.
- ☐ You have signed the form.



Important information

All information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the address below:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.



Further information

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse



ABS 2018 Limited Formerly Abbotsholme School (in creditors' voluntary liquidation)

Joint liquidators' final account

30 August 2019



Contents

1.	Glossary	1
2.	Notice under Section 106 IA 86	2
3.	Introduction and statutory information	3
4.	Realisation of assets	3
5.	Investigations	5
6.	Creditors	5
7.	Liquidators' remuneration	6
8.	Liquidation expenses	6
9.	Privacy and Data Protection	7
10.	Creditors' rights	7
11.	Conclusion	8

Appendices

I	Receipts and payments account	10
II	Staffing, charging, subcontractor and adviser policies and charge out rates	11



1. Glossary

Abbreviation	Description
the Company	ABS 2018 Limited Formerly Abbotsholme School
the liquidators/joint liquidators	Adam Henry Stephens and Andrew Stephen McGill
SIP	Statement of Insolvency Practice (England & Wales)
IA86	Insolvency Act 1986 If preceded by S this denotes a section number
IR16	Insolvency (England and Wales) Rules 2016 If preceded by R this denotes a rule number
SOA	Statement of Affairs
HMRC	HM Revenue & Customs
the Buyer	Achieve Education Group
TUPE	Transfer of Undertakings (Protection of Employment) Regulations 2006
the School	Abbotsholme School
RBS	The Royal Bank of Scotland

2. Notice under Section 106 IA 86

This report is the final account that the joint liquidators are required to produce and they give notice that

- a) The Company's affairs are fully wound up;
- b) Creditors have the right to request information from the joint liquidators;
- c) Creditors have the right to challenge the joint liquidators remuneration and expenses;
- d) A creditor may object to the joint liquidators' release by giving notice in writing to them before the end of the prescribed period;
- e) The prescribed period is the later of 25 October 2019 eight weeks from delivery of this notice and final account or a date to be determined in the event that b) or c) above applies;
- f) The joint liquidators will vacate office on delivering to the Registrar of Companies this notice and final account together with a notice whether any creditor has objected to their release (if applicable); and
- g) The joint liquidators will be released at the same time as vacating office unless any of the Company's creditors objected

3. Introduction and statutory information

This report provides a summary of the outcome of the liquidation of the Company. It should be read in conjunction with any previous reports. By way of reminder, we, Adam Henry Stephens of Smith & Williamson LLP, 25 Moorgate, London, EC2R 6AY and Andrew Stephen McGill of Smith & Williamson LLP 3rd Floor, 9 Colmore Row, Birmingham, B3 2BJ, were appointed liquidators of the Company on 3 September 2018.

The principal trading address of the Company was Abbotsholme School, Rocester, Uttoxeter, Staffordshire, ST14 5BS.

The Company was a registered charity with the registration number 528612.

The Company was previously the entity that traded as Abbotsholme School in Uttoxeter. The Company changed its name to ABS 2018 Limited on 12 April 2018 following a solvent sale of the business and assets of the Company to Achieve Education Group.

The Company's registered office is 3rd Floor, 9 Colmore Row, Birmingham, B3 2BJ and its registered number is 0370930.

The liquidation commenced on 3 September 2018 with estimated asset values of £405,339 and anticipated liabilities of £297,845, which subject to the cost of liquidation gave an expected return to creditors of 100 pence in the pound. The actual return to creditors was 100 pence in the pound.

4. Realisation of assets

Attached at Appendix I is our receipts and payments account for the period from 3 September 2018 to from 27 June 2019

The receipts and payments account also includes a comparison with the directors' SOA values.

4.1 Funds in escrow – s75 Pension Debt

As part of the sale of the Company's business and assets on 29 March 2018 the Buyer was required to pay £214,000 into an escrow account by 30 May 2018 to discharge the Company's s75 pension debt, the amount of which was unknown at that time.

A claim of £199,281 was received in respect of the final pension debt and the required funds were transferred from the escrow account to the liquidators' bank account. Following the payment of the dividend to unsecured creditors the surplus funds remaining in the escrow account in respect of the pension debt were returned to the Buyer.

4.2 Due into escrow – parent creditors

Under the terms of the asset purchase agreement the Buyer was required to pay £150,432 into the escrow account by 30 September 2018, to provide funds to pay the credit balances on the Company's billing ledger (primarily deposits/overpayments due back to parents of former pupils) (the "parent creditors").

After issuing notice of intended dividend to all potential creditors claims totalling £10,165.65 were received from parent creditors and the required funds were transferred from the escrow account to the liquidators' bank account. Following the payment of the dividend to unsecured creditors the surplus funds that remained in the escrow account in respect of the parent creditors were returned to the Buyer.

4.3 Funds in escrow – Contingency Fund

The Buyer paid £100,000 into the escrow account on completion of the sale on 29 March 2018.

These funds were to be utilised to pay the costs of winding down and liquidating the Company, and to provide for any additional or unknown liabilities at the time of the sale. The vast majority of the Company's creditors had been settled prior to the liquidation commencing and a balance of £40,907 was held in the escrow account at the commencement of the liquidation.

Regarding the liabilities not settled at the commencement of the liquidation, the monies held in the escrow account for each individual creditor were to be used to settle that individual liability at the time of the payment of the dividend to the agreed unsecured creditors in the liquidation.

The legal advice received was that the specific cash held for a specific claimant was just for that claimant and no one else. If a creditor claim was admitted in the liquidation for more than the original anticipated amount (which was correspondingly provided for), then any deficit liability in excess of the amount listed in the schedule of assumed liabilities in the Asset Purchase Agreement was paid from the Contingency fund.

A surplus deriving from one claim could not be utilised to pay another admitted creditor whether a specifically known claimant in the schedule of assumed liabilities or a creditor that was not included in the schedule.

There were claims from parent creditors admitted for more than was provided for in the funds referred to 4.2 above and there was also one additional creditor that was not known at the time of the sale.

A total of £12,433 was used from the contingency fund to pay additional liabilities and balances due to parent creditors who were owed more than had been specifically provided for.

As referred to in section 7 below the liquidators fees were agreed by creditors at £23,000 plus VAT and disbursements, these have also been paid from the contingency fund.

4.4 Monies held in solicitors client account

The Company's solicitors have paid over a small residual balance of Company monies that they were holding in their client account prior to liquidation.

4.5 Funds held in escrow – specific funds

These relate to funds remaining for a creditor specified in the Asset Purchase Agreement that had not been paid in full at the time the Company went into liquidation.

A claim form was received from the creditor by the liquidators and the funds were used to pay the debt as part of the dividend to all agreed unsecured creditors.

4.6 Funds received in error

These relate to payments made into the Company's bank account in error after the appointment of the liquidators' that should have been paid to the School and were due to the Buyer. Having reviewed the bank statements and receipts these funds were remitted to the School and/or the original payee.

4.7 Bank Interest Gross

Bank Interest received on the balance held in the liquidation estate bank operated with RBS. A total of £12.22 has been received.

5. Investigations

Under the Company Directors Disqualification Act 1986 we have a duty to make a submission to the Secretary of State for Business, Energy & Industrial Strategy on the conduct of all those persons who were directors at the date of liquidation or who held office at any time during the three years immediately preceding the liquidation.

We have complied with our duty in this regard. As all submissions are strictly confidential we are unable to disclose their content.

Shortly after appointment, we made an initial assessment of whether there could be any matters that might lead to recoveries for the estate and what further investigations may be appropriate. This assessment took into account information provided by creditors either at the initial meeting or as a response to our request to complete an investigation questionnaire. Our investigations have not revealed any issues requiring further report.

6. Creditors

6.1 Secured creditors

There are no secured creditors.

6.2 Prescribed Part

The Company granted a floating charge to Methodist Independent School Trust on 22 June 2017.

Accordingly, we would be required to create a Prescribed Part fund for unsecured creditors out of the Company's net floating charge property, however following the sale of the business and assets of the Company on 29 March 2018, the floating charge was satisfied on 4 April 2018 and therefore the prescribed part requirements do not apply.

6.3 Preferential creditors

We have not received any preferential creditor claims and we do not anticipate receiving any as all the Company's employees transferred to the Buyer under TUPE regulations when the Company's business and assets were sold on 29 March 2018.

6.4 Unsecured creditors

A summary of unsecured claims received and agreed is set out below:

	SOA claims	Claims received	Claims agreed
Amount of claims (£)	297,845	222,634	222,170
Number of claims	132	19	19

The following dividend has been paid to unsecured creditors in the liquidation:

Date	Total amount of dividend paid £	Rate of dividend p in the £
26 April 2019	222,170	100

Accordingly, the unsecured creditors have been paid in full and no further dividend will be paid.

7. Liquidators' remuneration

The creditors approved that the basis of the liquidators' remuneration be fixed as a set amount by a decision procedure by correspondence on 20 March 2019.

The liquidators have drawn £23,000 plus VAT against the total set fee agreed of £23,000 plus VAT approved by creditors.

A copy of "A Creditor's Guide to Liquidator's Fees" can be downloaded free of charge from the ICAEW's website at the following address:

<http://www.icaew.com/-/media/corporate/files/technical/insolvency/creditors-guides/2017/liquidations-creditor-fee-guide-6-april-2017.ashx?la=en>

Alternatively, a hard copy is available on request, free of charge.

Details of Smith & Williamson LLP's charge out rates and policies in relation to the use of staff are provided at Appendix II.

8. Liquidation expenses

8.1 Subcontractors

We have not utilised the services of any subcontractors in this case.

8.2 Professional advisers

We have not used any professional advisers in this case.

8.3 Liquidators' disbursements

We have paid and/or incurred the following disbursements during the liquidation:

Description	Costs incurred £	Costs paid £	Costs outstanding £
Statutory advertising	244	244	Nil
Liquidators' bonds	140	140	Nil
Postage	157	157	Nil
Category 2 disbursements	Nil	Nil	Nil
Total	541	541	Nil

8.4 Category 2 disbursements

No category 2 disbursements have been paid during the liquidation.

8.5 Policies regarding use of third parties and disbursement recovery

Appendix II provides details of Smith & Williamson LLP's policies in relation to the use of subcontractors and professional advisers, and the recovery of disbursements.

9. Privacy and Data Protection

As part of our role as joint liquidators, I would advise you that we may need to access and use data relating to individuals. In doing so, we must abide by data protection requirements. Information about the way that we will use and store personal data in relation to insolvency appointments can be found at <https://smithandwilliamson.com/rsgdpr>. If you are unable to download this, please contact my office and a hard copy will be provided free of charge.

To the extent that you hold any personal data of the Company's data subjects provided to you by the Company or obtained otherwise, you must process such data in accordance with data protection legislation. Please contact our office if you believe this applies.

10. Creditors' rights

Within 21 days of the receipt of this report, a secured creditor, or an unsecured creditor (with the concurrence of at least 5% in value of the unsecured creditors or otherwise with the court's permission) may request in writing that the liquidators provide further information about their remuneration or expenses which have been itemised in this report.

Any secured creditor, or an unsecured creditor (with the concurrence of at least 10% in value of the unsecured creditors including their own claim or otherwise with the court's permission) may within 8 weeks of receipt of this report make an application to court on the grounds that, in all the circumstances, the basis fixed for the liquidators' remuneration is inappropriate and/or the remuneration charged or the expenses incurred (including any paid) by the liquidators, as set out in this report, are excessive.

The above rights apply only to matters which have not been disclosed in previous reports.

Any creditor may object to the release of the joint liquidators by giving notice in writing before the later of 25 October 2019 or the date of any court application to challenge the joint liquidators' remuneration. In these circumstances, the joint liquidators will be obliged to seek their release from the Secretary of State.

On a general note, if you have any comments or concerns in connection with our conduct, please contact Adam Henry Stephens or Andrew Stephen McGill in the first instance. If the matter is not resolved to your satisfaction, you may contact our Head of Legal by writing to 25 Moorgate, London EC2R 6AY or by telephone on 020 7131 4000.

Thereafter, if you wish to take the matter further you may contact the Insolvency Services directly via Insolvency Complaints Gateway. They can be contacted by email, telephone or letter as follows:

- i) Email: insolvency.enquiryline@insolvency.gsi.gov.uk
- ii) Telephone number: +44 300 678 0015
- iii) Postal address: The Insolvency Service, IP Complaints, 3rd Floor, 1 City Walk, Leeds LS11 9DA.

11. Conclusion

This report will conclude the liquidators' administration of the winding up of the Company.

Following the expiry of the eight week notice period referred to in the Notice within this report, we are required to submit this final account of the administration of the winding up to the Registrar of Companies, together with a notice stating whether any creditor has objected. The Company will then be dissolved. We are permitted to destroy, or otherwise dispose of, the Company's books, papers and other records at any time after the expiration of a period of one year from the date of dissolution.

We thank creditors and the many other stakeholders involved throughout this assignment for their assistance. Thank you.



Adam Henry Stephens and Andrew Stephen McGill

Joint Liquidators

Date: 30 August 2019

I Receipts and payments account

From 3 September 2018 to 30 August 2019

**ABS 2018 Limited Formerly Abbotsholme School
(In Liquidation)
Joint Liquidators' Summary of Receipts & Payments
To 30/08/2019**

S of A £		£	£
	ASSET REALISATIONS		
214,000.00	Funds in escrow - s75 pension debt	199,281.00	
150,432.00	Due into escrow - parent creditors	10,165.65	
40,907.00	Funds in escrow - contingency fund	40,906.93	
	Monies held in solicitors client account	8.00	
	Funds held in escrow - Specific Funds	280.00	
	Funds received in error	111,544.51	
	Bank Interest Gross	12.22	
			362,198.31
	COST OF REALISATIONS		
	Repay funds received in error	111,544.11	
	Specific Bond	140.00	
	Liquidator's Fees	23,000.00	
	Irrecoverable VAT	4,745.21	
	Storage Costs	90.86	
	Postage & Redirection	156.83	
	Statutory Advertising	244.35	
	Travel & Subsistence	94.00	
	Bank Charges	13.09	
			(140,028.45)
	UNSECURED CREDITORS		
(214,000.00)	s75 pension debt	199,281.00	
(83,845.00)	Parent creditors	14,546.11	
	Other Unsecured Creditors	8,342.75	
			(222,169.86)
107,494.00			(0.00)
	REPRESENTED BY		NIL

Notes and further information required by SIP 7

- No payments have been made to us from outside the estate.
- Details of significant expenses paid are provided in the body of our report.
- Details of payments made to sub-contractors are shown in the body of our report.
- Information concerning the liquidators' remuneration and disbursements incurred is provided in the body of our report.
- Information concerning the ability to challenge the liquidators' remuneration and expenses of the liquidation is provided in our report.
- Information concerning dividends paid to creditors is provided in the body our report.
- All bank accounts were interest bearing. The bank account was made non interest bearing on 30 April 2019.
- There are no foreign currency holdings.
- All amounts in the receipts and payments account are shown exclusive of any attributable VAT. Where VAT is not recoverable it is shown as irrecoverable VAT.

II Staffing, charging, subcontractor and adviser policies and charge out rates

Introduction

Detailed below are:

- Smith & Williamson LLP's policies in relation to:
 - Staff allocation and the use of subcontractors
 - Professional advisers
 - Disbursement recovery
- Smith & Williamson LLP's current charge out rates

Staff allocation and the use of subcontractors

Our general approach to resourcing our assignments is to allocate staff with the skills and experience to meet the specific requirements of the case.

The constitution of the case team will usually consist of a partner and a partner or director or associate director as joint office holders, a manager, and an administrator or assistant. The exact constitution of the case team will depend on the anticipated size and complexity of the assignment and the experience requirements of the assignment. The charge out rate schedule below provides details of all grades of staff and their experience level.

We may use subcontractors to perform work which might ordinarily be carried out by us and our staff where it is cost effective to do so and/or where the specific expertise offered by the subcontractor is required.

Details of any subcontractors' services utilised during the liquidation are set out in the body of this report.

Use of professional advisers

We select professional advisers such as agents and solicitors on the basis of balancing a number of factors including:

- The industry and/or practice area expertise required to perform the required work.
- The complexity and nature of the assignment.
- The availability of resources to meet the critical deadlines in the case.
- The charge out rates or fee structures that would be applicable to the assignment.
- The extent to which we believe that the advisers in question can add value to the assignment.

Disbursements

Category 1 disbursements do not require approval by creditors. The type of disbursements that may be charged as a Category 1 disbursement to a case generally comprise external supplies of incidental services specifically identifiable to the case, such as postage, case advertising, invoiced travel and external printing, room hire and document storage. Also chargeable will be any properly reimbursed expenses incurred by personnel in connection with the case.

Category 2 disbursements do require approval from creditors. These are costs which are directly referable to the appointment in question but are not payments which are made to an independent third party and may include shared or allocated costs that can be allocated to the appointment on a proper and reasonable basis such as internal room hire, document storage or business mileage.

Since 7 July 2012 Smith & Williamson LLP's policy is to recover only one type of Category 2 disbursement, namely business mileage at HMRC's approved mileage rates at the relevant time. Current mileage rates are 45p per mile plus 5p per passenger per mile. Prior to 7 July 2012 approval may have been obtained to recover other types of Category 2 disbursements.

Details of any Category 2 disbursements incurred and/or recovered in the liquidation are set out in the body of this report.

Charge out rates

A schedule of Smith & Williamson LLP's charge out rates was issued to creditors at the time the basis of the liquidators' remuneration was approved.

The rates applicable to this appointment are set out below. Changes to the charge out rates during the liquidation were applied with effect from 1 July 2019.

Smith & Williamson LLP Restructuring & Recovery Services Charge out rates as at 1 July 2018	London office £/hr	Regional offices £/hr
Partner / Director	450-520	360-380
Associate Director	420	290-320
Managers	250-365	225-310
Other professional staff	170-320	140-185
Support & secretarial staff	90	60-140

Smith & Williamson LLP Restructuring & Recovery Services Charge out rates as at 1 July 2019	London office £/hr	Regional offices £/hr
Partner / Director	470-540	376-432
Associate Director	440	352
Managers	270-380	216-304
Other professional staff	180-380	144-192
Support & secretarial staff	100	80

Notes

1. Time is recorded in units representing 3 minutes or multiples thereof.
2. It may be necessary to utilise staff from both regional and London offices, subject to the requirements of individual cases.
3. The firm's cashiering function is centralised and London rates apply. The cashiering function time is incorporated within "Other professional staff" rates.

www.smithandwilliamson.com

Principal offices: London, Belfast, Birmingham, Bristol, Cheltenham, Dublin, Glasgow, Guildford, Jersey, Salisbury and Southampton.

Smith & Williamson LLP is regulated by the Institute of Chartered Accountants in England and Wales for a range of investment business activities. A member of Nexia International. Registered in England at 25 Moorgate, London EC2R 6AY No OC369871.

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