

LIQ13

Notice of final account prior to dissolution in MVL



Companies House

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COMPANIES HOUSE

1 Company details

Company number 0 3 2 4 1 2 3 4

Company name in full Education Care and Discipline Limited

→ Filling in this form
Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Gilbert John

Surname Lemon

3 Liquidator's address

Building name/number Portwall Place

Street Portwall Lane

Post town Bristol

County/Region

Postcode B S 1 6 N A

Country

4 Liquidator's name ①

Full forename(s) Richard John

Surname Lewis

① Other liquidator
Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number Portwall Place

Street Portwall Lane

Post town Bristol

County/Region


Postcode B S 1 6 N A

Country

② Other liquidator
Use this section to tell us about
another liquidator.

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6	Final account	
	<input checked="" type="checkbox"/> I have delivered the final account of the winding up to the members in accordance with Section 94(2) and attach a copy.	
7	Sign and date	
Liquidator's signature	<div>Signature</div> <div>  </div>	
Signature date	<div> <div>24</div> <div>01</div> <div>2018</div> </div>	

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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

Nicola Hooper

Company name

Smith & Williamson LLP

Address

Portwall Place

Portwall Lane

Post town

Bristol

County/Region

Postcode

B S 1 6 N A

Country

DX

Telephone

0117 376 2000



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



Education Care and Discipline Limited (in members' voluntary liquidation)

Company number - 03241234

The Insolvency Act 1986 and The Insolvency (England and Wales)
Rules 2016

Joint liquidators' final account

24 January 2018



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1. Notice of Final Account

NOTICE IS HEREBY GIVEN under R5.10 of the Insolvency (England and Wales) Rules 2016 to the members of the Company that:

- 1 The Company's affairs are fully wound up.
- 2 The joint liquidators will send a copy of the final account to the Registrar of Companies within 14 days from 24 January 2018
- 3 The joint liquidators will vacate office and be released on delivering the final account to the Registrar of Companies.

Date: 24 January 2018



Richard John Lewis

Joint Liquidator

Richard John Lewis, the joint liquidator whose address is Smith & Williamson LLP, Portwall Place, Portwall Lane, Bristol BS1 6NA may be contacted at this address or by telephone on 0117 376 2000 or via email at nicola.hooper@smithandwilliamson.com.

2. Glossary

Abbreviation	Description
the Company	Education Care and Discipline Limited
the liquidators/joint liquidators	Gilbert John Lemon and Richard John Lewis
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
DOS	Director's/directors' declaration of solvency
ETR	Estimated to realise
HMRC	HM Revenue & Customs

Note: The IA86 and IR16 have been subject to a number of significant amendments since their original issue, including a number of substantial and important changes in April 2010 and April 2017. References to IA86 and IR16 in this report are to the legislation as it applies to this case.

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, Gilbert John Lemon and Richard John Lewis, of Smith & Williamson LLP, Portwall Place, Portwall Lane, Bristol BS1 6NA, were appointed liquidators of the Company on 30 May 2017.

The principal activity of the Company is a holding company with a single subsidiary ECD (Cookham Wood) Limited. ECD (Cookham Wood) Limited also entered MVL on 30 May 2017.

The Company's registered office is c/o Smith & Williamson LLP, Portwall Place, Portwall Lane, Bristol BS1 6NA (formerly Third Floor, Broad Quay House, Prince Street, Bristol BS1 4DJ) and its registered number is 03241234.

The liquidation commenced on 30 May 2017 with estimated asset values of £100 in relation to an investment in ECD (Cookham Wood) Limited (in members' voluntary liquidation) and no anticipated liabilities. A surplus to members of £100 arose which was distributed in specie on 31 October 2017. The costs of the liquidation were met by a third party.

4. Realisation of assets

The DOS dated 18 May 2017 showed an investment in the subsidiary, ECD (Cookham Wood) Limited with an estimated to realise value of £100.

An intercompany debt between ECD (Cookham) Wood Limited (in members' voluntary liquidation) and G4S Joint Ventures Limited totalling £100 was distributed to the Company on 30 October 2017. On 31 October 2017, the Company subsequently distributed the asset in specie to G4S Joint Ventures Limited as 100% shareholder of the Company.

As a result, there have been no receipts into the liquidation estate account or payments made.

A receipts and payments account is therefore not provided in this report.

5. Creditors

No creditors were scheduled in the DOS.

A notice requesting creditors to send particulars of any debt or claim to the liquidators was advertised in the London Gazette on 5 June 2017.

No correspondence or claims have been received from creditors.

6. Distributions to members

6.1 Distribution in specie

The £100 intercompany balance was distributed in from ECD (Cookham) Wood Limited (in members' voluntary liquidation) on 30 October 2017 and subsequently distributed in specie as follows:

Date distribution declared	Nominal value & class of share	Amount distributed per share p	Total amount/ value of distribution £
31 October 2017	£100 (£1 Ordinary Shares)	100p	£100.00

7. Liquidators' remuneration

7.1 Smith & Williamson LLP's pre-appointment fees

By letter of engagement signed on 9 March 2017 by the director of the Company and by a resolution at the general meeting of creditors held on 30 May 2017, Smith & Williamson LLP's pre-appointment fees to assist the director to place the Company into MVL calculated on a time costs basis was agreed provided that the time costs drawn in relation to pre-appointment fees together with the joint liquidators' fees shall not exceed £5,000 plus VAT and disbursements plus VAT.

The table below summarises the time charged by Smith & Williamson LLP prior to the appointment of liquidators:

The liquidators' time costs are:

Category	Total hours	Value £	Time includes
Take on procedure	5.70	1,072.25	Finalisation of Smith & Williamson LLP's take on procedures including conflict checks and anti-money laundering checks and proceedings.
Preparation for general meeting	13.35	2,640.25	Consideration of the articles of association and memorandum of association regarding the quorum and notice periods, advising the Company about the MVL procedure, preparation of statutory documentation: consents to act, minutes, declaration of solvency, notices. Consideration given to whether indemnities and waivers were appropriate.
Total	19.05	3,712.50	

The time costs of £3,712.50 plus VAT have been paid by G4S Joint Ventures Limited.

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

7.2 Liquidators' remuneration

The member at the general meeting held on 30 May 2017 approved that the basis of the liquidators' remuneration be fixed by reference to the time properly spent by them and their staff in attending to matters in the liquidation. Details of the resolution passed and the cap to these fees is given at 7.1.

The liquidators' time costs for the period 30 May 2017 to 19 November 2017 are:

Category	Total hours	Value	Time includes
£			
Compliance	2.55	509.00	Preparation of appointment documentation and filing with the Registrar of Companies and advertising in the London Gazette, set up of internal practice management system.
Tax	2.80	587.75	Corresponding with HM Revenue & Customs re corporation tax clearance.
Shareholder	3.50	720.25	Review of file in preparation of distribution to shareholder, drafting supporting letter.
Planning and review	5.00	1,097.00	Case file review and completion of checklists required by best practice guidelines. Bill preparation and review of file in preparation for closure.
Cashiering	0.30	62.00	Process of purchase orders in relation to statutory advertising.
Total	14.15	2,976.00	

In accordance with the letter of engagement signed on the 9 March 2017 and resolution passed at a meeting of the member on 30 May 2017, a total of £1,287.50 plus VAT has been paid by G4S Joint Ventures Limited on account of these costs, giving a total of £5,000 plus VAT for the pre and post liquidation appointment combined. The balance of £1,688.50 will be written off.

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

8. Liquidation expenses

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

Description	Costs incurred	Costs paid
	£	£
Statutory advertising	238.50	238.50
Liquidators' bonds	140.00	140.00
Company search (re winding up petition)	3.90	3.90
Total	382.40	382.40

The joint liquidators' disbursements were paid by G4S Joint Ventures Limited in accordance with the terms of the engagement letter signed on 9 March 2017 and the resolution passed by the member on 30 May 2017.

The fee in relation to bonding attracted a discounted premium for group companies; the bonding cover extended to three other companies in the group placed in MVL at the same time but was disbursed in the MVL of the Company.

8.1 Policies regarding use of third parties and disbursement recovery

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

9. Members' rights

On a general note and in addition to matters referred to in the Notice in section 1, if you have any comments or concerns in connection with our conduct, please contact Gilbert John Lemon or Richard John Lewis 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

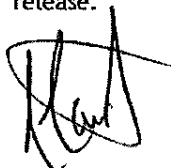
ii) Telephone number: +44 300 678 0015

iii) Postal address: The Insolvency Service, IP Complaints, 3rd Floor, 1 City Walk, Leeds LS11 9DA.

10. Conclusion

This final account concludes the liquidators' administration of the winding up of the Company. Once our final account is delivered to the members and the Registrar of Companies, we will be released as joint liquidators.

Approximately three months after the final account is received by the Registrar of Companies, the Company will 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. Any reports and documents that have been posted onto the internet will be removed two months from the date of our release.



Richard John Lewis

Joint Liquidator

Date: 24 January 2018



Appendices

I 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 members. 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 members. 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 members 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 2017. *[Where there have been changes to the rates for either RRS or S&WFS you must ensure that you include the revised schedule which shows original and revised rates]*

Smith & Williamson LLP Restructuring & Recovery Services Charge out rates	London office £/hr		Regional offices £/hr	
	From 1/7/15	From 1/7/16	From 1/7/15	From 1/7/16
Partner / Director (from 1 January 2016)	425-480	435-485	350	350-375
Associate Director	370	370-380	295-300	295-305
Managers	235-310	235-315	190-290	190-290
Other professional staff	150-235	150-235	120-175	120-175
Support & secretarial staff	85	85-90	60-135	60-135

Smith & Williamson LLP Restructuring & Recovery Services Charge out rates as at 1 July 2017	London office £/hr		Regional offices £/hr	
Partner / Director	435-500		350-375	
Associate Director	390-410		295-315	
Managers	250-350		190-310	
Other professional staff	160-305		120-180	
Support & secretarial staff	80-170		60-135	

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 cashing function is centralised and London rates apply. The cashing function time is incorporated within "Other professional staff" rates.